



# Gazette

ISSUE ID: 0000/2022/J/22  
CROSS BORDER MERGER GAZETTE  
26 October 2020

CRO GAZETTE, WEDNESDAY, 26 October 2022

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 19-OCT-22 AND 25-OCT-22							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
610605	UHC Finance (Ireland) Limited	CBM1	19/10/2022				
638002	Modulr FS Europe Limited	CBM1	20/10/2022				



### **European Communities (Cross Border Merger) Regulations 2008**

Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 17 October 2022, concerning the proposed merger between the following companies:

UHC Finance (Ireland) Limited Company (registered in Ireland Company No. 610605) and

UnitedHealthcare International V11 SARL. Registered with The Luxembourg Trade and Company Register under number B214. 635

A copy of the court order is attached.

Registrar of Companies

THE HIGH COURT

COMMERCIAL

2022 No 160 COS

(2022 No 72 COM)

Wednesday the 5<sup>th</sup> day of October 2022

BEFORE MR JUSTICE McDONALD

IN THE MATTER OF APPLICATIONS UNDER REGULATIONS 13 AND 14 OF  
THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)

REGULATIONS 2008 (S.I. NO 157 OF 2008)

AND

IN THE MATTER OF UHC FINANCE (IRELAND) LIMITED

AND

IN THE MATTER OF UNITEDHEALTHCARE INTERNATIONAL VII S.á r.l.

APPLICANTS

Upon the Originating Notice of Motion of the Applicants filed on the 12<sup>th</sup> day of July 2022, that part thereof for the purpose of confirm scrutiny of the legality of the proposed merger of the Applicants in accordance with the European Communities (Cross-Border Mergers) Regulations 2008 (S.I. No 157 of 2008) (as amended) (the "Regulations") and specifying the date on which the proposed merger is to have effect, having come on for remote hearing before this Court on the 5<sup>th</sup> day of October 2022

And there being no appearance by or on behalf of any persons other than the Solicitor for the Applicants

Whereupon and having read the said Originating Notice of Motion, the order of this Honourable Court made on the 18<sup>th</sup> day of July 2022, the affidavit of Pdraig Monaghan of the First Applicant sworn on the 26<sup>th</sup> day of September 2022, together with the exhibits thereto

And on hearing what was offered by the said Solicitor



And in determining that First Named Applicant has complied with the publication requirements of part of the order of this Honourable Court dated 18<sup>th</sup> day of July 2022, and that the Applicants have completed properly all applicable merger completion requirements in accordance with the Regulations

**IT IS ORDERED** that scrutiny of the legality of the proposed merger of the Applicants is confirmed pursuant to Regulation 14 of the Regulations,

**AND IT IS ORDERED** that the proposed merger of the Applicants take effect at 00:00 on the 31<sup>st</sup> day of October 2022, and that this order constitute conclusive evidence of the effectiveness of the aforesaid merger.

**MARIANNE WHITE  
REGISTRAR**

Perfected: 05<sup>th</sup> October 2022

Maples & Calder (Ireland) LLP  
Solicitors for the Applicants

**A COPY WHICH I ATTEST**

*M. White*  
.....

**FOR REGISTRAR**

## **European Communities (Cross Border Merger) Regulations 2008**

Notice is hereby given that in accordance with Regulation 8 of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 20 October 2022 of a proposed merger between the following companies:

Modulr FS Europe Limited (registered in Ireland company number 638002) and Modulr Finance B.V., (registered with the Dutch trade register under number 81852401)

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at [www.cro.ie](http://www.cro.ie)

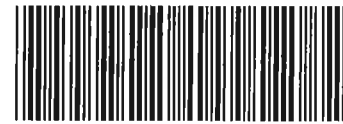
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00 am and 5.00 p.m at the registered office of Modulr FS Europe Limited, 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00 a.m and 5.00 p.m. at the registered office of Modulr FS Europe Limited, 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland.

Registrar of Companies

**Draft terms of formation of Cross-Border Merger involving an Irish registered company**

Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008



7036843

CRO receipt date stamp & barcode

Company number

6 3 8 0 0 2

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name

*in full*

Modulr FS Europe Limited

Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

Pursuant to Regulation 8(1)(a) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is available from the company website.

Type of merger

*note one*

By acquisition     By formation of a new company     By absorption

Company details

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company namely:

6th Floor, 2 Grand Canal Square, Dublin 2, Ireland

Information relating to the Company is kept by the Registrar under registered number:

6 3 8 0 0 2

Legal form and law which governs the company:

A private company limited by shares governed under the laws of Ireland

Certification

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

JOHN IRWIN

Date

20-10-2022

Presenter details

*note four*

Person to whom queries can be addressed

Name

Matheson

Address

70 Sir John Rogerson's Quay

Dublin 2, D02 R296, Ireland

Telephone number

01 232 2000

Fax number 01 232 3333

Email

eugene.reavey@matheson.com

Reference number EL/ER 671234/1



**Particulars of the company's arrangements for exercise of the rights of creditors and members**

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

Modulr FS Europe Limited has only one shareholder, Modulr Holdings Limited (the "Shareholder"). A special resolution will be passed by the Shareholder to approve the cross-border merger with Modulr Finance BV, pursuant to regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations").
Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as Modulr FS Europe Limited is wholly-owned by the Shareholder.
Regulation 15 (Protection of creditors) of the Regulations does not apply in circumstances where the successor company (for the purposes of the Regulations) is not an Irish company.

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

6th Floor, 2 Grand Canal Square, Dublin 2, Ireland

**Particulars of other merging companies**

Name of Company:

Modulr Finance BV

The registered office of the company:

165 Weteringschans, 1017 XD, Amsterdam, The Netherlands

Legal form of the company and the law by which it is governed:

A private limited liability company incorporated and governed under the laws of the Netherlands

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

No compensation to shareholders who vote against the proposal to effectuate the Merger is proposed, as the entire shareholding of the Merging Companies is held by the Shareholder. There are no minority members.
Upon the completion of the Merger, the creditors of the Transferor Company shall become the creditors of the Successor Company pursuant to the Irish Regulations. It is not anticipated that the creditors of the Transferor Company will be prejudiced by the Merger.

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

165 Weteringschans, 1017 XD, Amsterdam, The Netherlands

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

*note one*

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If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:

Registered with the Chamber of Commerce (Kamer van Koophandel) in the Netherlands under registration number 81852401

**Particulars of other merging companies**

Name of Company:

N/A

The registered office of the company:

N/A

Legal form of the company and the law by which it is governed:

N/A

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

*note one*

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If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:

N/A

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Registrar of Companies