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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0000/2021/J/02
CROSS BORDER MERGER GAZETTE
27th January 2021

CRO GAZETTE, WEDNESDAY, 27th January 2021

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 20-JAN-21 AND 26-JAN-21							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
624886	Trane Technologies Financing Limited	CBM1	22/01/2021				

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 22 January 2021 of a proposed merger between the following companies:

Trane Technologies Financing Limited (registered in Ireland company number 624886) and

Trane Technologies Luxembourg Finance S.A.
Registered with the Luxembourg Trade and Companies Register
(Registre de Commerce et des Sociétés du Luxembourg) under the number B 189791

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

The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.00 am and 5.00 p.m at the registered office of Trane Technologies Financing Limited, 170/175 Lakeview Drive, Airside Business Park, Swords, Co. Dublin, K67 EW96

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.00 a.m and 5.00 p.m. at the registered office of Trane Technologies Financing Limited, 170/175 Lakeview Drive, Airside Business Park, Swords, Co. Dublin, K67 EW96

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

CRO receipt date stamp & barcode

Company number

6 2 4 8 8 6

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

Company name

in full

Trane Technologies Financing 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:

170/175 Lakeview Drive, Airside Business Park, Swords,
Co Dublin, K67 EW96

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

6 2 4 8 8 6

Legal form and law which governs the company:

Private company limited by shares incorporated under and governed by Irish law.

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*

Christopher Donohoe

Date

21 January 2021

Presenter details

note four

Person to whom queries can be addressed

Name

Arthur Cox

Address

Ten Earlsfort Terrace,
Dublin 2, D02 T380

Telephone number

Fax number

Email

sinead.crowley@arthurcox.com

Reference number IN189/050

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:

In accordance with Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008, as amended (the "Regulations"), any creditor of Trane Technologies Financing Limited (the "Company") who, at the date of publication of the notices of the filing of the Common Draft Terms and the Form CBM1 with the Registrar of Companies, is entitled to any debt or claim against the Company, shall be entitled to be heard in relation to the confirmation by the Irish High Court of the Merger under Regulation 14 of the Regulations.
Regulation 12 does not apply as the Company only has one shareholder and is not a "transferor company" for the purposes of the Regulations.

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:

170/175 Lakeview Drive,
Airside Business Park,
Swords,
Co Dublin, K67 EW96,
Ireland

Name of Company:

Trane Technologies Luxembourg Finance S.A.

The registered office of the company:

1, avenue du Bois, L-1251 Luxembourg,
Grand Duchy of Luxembourg

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

A public limited company (société anonyme) existing under the laws of the
Grand Duchy of Luxembourg

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

The creditors of Trane Technologies Luxembourg Finance S.A ("TTLFSA") shall be entitled, within two months from the date of publication in accordance with Article 1021-9 of the law of August 10, 1915 on commercial companies, as amended (the "Luxembourg Law"), of the approval by TTLFSA's sole shareholder with rights to vote of the merger recorded as a deed by a civil law notary in Luxembourg in the Luxembourg official gazette (Journal Officiel du Grand-Duché de Luxembourg, Recueil Electronique des Sociétés et Associations), to apply to the Chamber of the Tribunal d'Arrondissement dealing with commercial matters for the district where the debtor company has its registered office for safeguards.
Luxembourg Law does not contain any provisions, equivalent to Regulation 12 of the Regulations designed to protect the interests of minority members and in addition, TTLFSA only has one shareholder and no minority members.

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:

1 avenue du Bois, L-1251 Luxembourg
Grand Duchy of Luxembourg

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 Luxembourg Trade and Companies Register
(Registre de Commerce et des Sociétés du Luxembourg) under
the number B 189791

Particulars of other merging companies

Name of Company:

The registered office of the company:

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

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

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:

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:

NOTES ON COMPLETION OF FORM CBM1

These notes should be read in conjunction with the relevant legislation.

General This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed.

Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Act and does not include a company registered in Northern Ireland.

note one Please tick the relevant box.

note two Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at www.core.ie.

note three This form **must** be certified by a director of the company on behalf of the Board.

note four This section must be completed by the person who is presenting Form CBM1 to the CRO. This may be either the applicant or a person on his/her behalf.

note five Where space is considered inadequate, a continuation sheet should be completed, in the same format as the relevant section.

Further information

CRO address When you have completed and signed the form, please file with the CRO. The Public Office is at Bloom House, Gloucester Place Lower, Dublin 1. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, Bloom House, Gloucester Place Lower, Dublin 1.

Payment If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bank drafts must be drawn on a bank in the Republic of Ireland.

Please **carefully** study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 898 Companies Act 2014. Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY E-MAIL info@cro.ie