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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 00002017/J/26

CROSS BORDER MERGER GAZETTE

28th June 2017

CRO GAZETTE, WEDNESDAY, 28th June 2017

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 20-JUN-17 AND 27-JUN-17							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
372686	Investment Michelle O'Kelly Designated Activity Company	CBM1	20/06/2017				
421199	Wayra Ireland Limited	CBM1	21/06/2017				

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 June 2017 of a proposed merger between the following companies:

Investment Michelle O'Kelly Designated Activity Company (registered in Ireland Company number 372686) and

Amalthee Participations

Registered with the Luxembourg Trade and Companies Register under the number B133722

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 10.00am and 5.00 pm at the registered office of Investment Michelle O'Kelly Designated Activity Company, Block A, 5th Floor, The Atrium, Blackthorn Road, Sandyford, Dublin 18, D18 F5X2.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 4.00 pm at the registered office of Investment Michelle O'Kelly Designated Activity Company, Block A, 5th Floor, The Atrium, Blackthorn Road, Sandyford, Dublin 18, D18 F5X2.

Registrar of Companies

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 21 June 2017 of a proposed merger between the following companies:

Wayra Ireland Limited (registered in Ireland Company number 421199) and

Wayra Investigación y Desarrollo, S.L. Unipersonal

Registered with the Registro Mercantil de Madrid, volumes 28914, sheet 73 page number M-520642

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 10.00am and 5.00 pm at the registered office of Hanover Court Lower Erne Street Dublin 2, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 5.00 pm at the registered office of Hanover Court, Lower Erne Street, Dublin 2, Ireland

Registrar of Companies

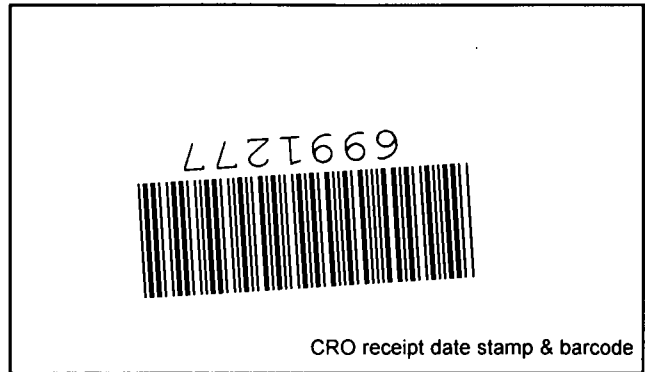


Draft terms of formation of Cross-Border Merger involving an Irish registered company

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

Company number

3 7 2 6 8 6



CRO receipt date stamp & barcode

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

Company name

in full

Investment Michelle O'Kelly Designated Activity Company

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:

Block A, 5th Floor, The Atrium, Blackthorn Road, Sandyford
Dublin 18, D18 F5X2

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

3 7 2 6 8 6

Legal form and law which governs the company:

Designated Activity Company 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*

MICHELLE O'KELLY

Date

16 June 2017

Presenter details

note four

Person to whom queries can be addressed

Name

Mason Hayes & Curran Professional Services Limited

Address

6th Floor, South Bank House, Barrow Street, Dublin 4

Telephone number

01 614 5000

Fax number 01 614 5001

Email

cosec@mhc.ie

Reference number A Harkin/45996.1

Particulars of other merging companies

Name of Company:

Amalthee Participations

The registered office of the company:

45, Avenue de la Liberté

L - 1931 Luxembourg

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

Société à responsabilité limitée GOVERNED UNDER THE LAWS OF LUXEMBOURG

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

See continuation sheet.

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:

45, Avenue de la Liberté, L - 1931 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 under the number B133722

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

CBM1 Continuation Sheet
Investment Michelle O'Kelly DAC
Company number: 372686

Investment Michelle O'Kelly DAC (IMOK) will transfer all of its assets and liabilities to Amalthee Participations (AP) and IMOK will be dissolved without going into liquidation (the "Merger").

After the Merger, the sole shareholder of AP will continue to be entitled to participate in the entire profits of AP, which will then hold all of the assets and liabilities of IMOK.

Creditors of IMOK will become creditors of AP. Article 268 of the Luxembourg law of 10 August 1915 on commercial companies as amended and restated from time to time provides that the creditors of AP whose debts predate the date of publications of the deeds recording the resolutions of the shareholders deciding upon the Merger, may, within two months after said publication and notwithstanding any agreement to the contrary, initiate an action with the judge having jurisdiction for these procedures, in order to obtain security for any matured or unmatured debts, where they can demonstrate that the Merger constitutes a risk for the exercise of their rights and that AP did not give them adequate guarantees.

IMOK and AP anticipate that the Merger will have no adverse consequences for the creditors of IMOK as there will be no diminution in overall asset value and such creditors will continue to be the creditors of AP.

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

Company number

4 2 1 1 9 9



CRO receipt date stamp & barcode

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

Company name

in full

WAYRA IRELAND 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:

Hanover Court, Lower Erne Street, Dublin 2

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

4 2 1 1 9 9

Legal form and law which governs the company:

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*

NIALL SHANLEY

Date

20-6-2017

Presenter details

note four

Person to whom queries can be addressed

Name

Mason Hayes & Curran Professional Services Limited

Address

6th Floor, South Bank House, Barrow Street, Dublin 4

Telephone number

01 614 5000

Fax number 01 614 5001

Email

cosec@mhc.ie

Reference number A Mollaghan/46413.1

NOTES ON COMPLETION OF FORM CBM1

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

CBM1 Continuation Sheet
Wayra Ireland Limited
Company number: 421199

As a result of the merger, all assets and liabilities of Wayra Ireland Limited become assets and liabilities of, Wayra Investigación Y Desarrollo, S.L. Unipersonal.

Upon the merger the legal relationship of Wayra Ireland Limited are considered as legal relationships of, Wayra Investigación Y Desarrollo, S.L. Unipersonal.

Any legal proceedings or out of court proceedings against or in favour of Wayra Ireland Limited are continued by, Wayra Investigación Y Desarrollo, S.L. Unipersonal as its own proceedings.

Wayra Ireland Limited and Wayra Investigación Y Desarrollo, S.L. Unipersonal do not intend that due to the merger any existing agreements and legal relationships of Wayra Ireland Limited or, Wayra Investigación Y Desarrollo, S.L. Unipersonal will be terminated by third parties.

The present merger strengthens the equity of Wayra Investigación Y Desarrollo, S.L. Unipersonal and does not have any negative effect on its solvency nor on the rights of its creditors.

The merger will have no consequences for the member of Wayra Ireland Limited, as the entire issued share capital of Wayra Ireland is held by, Wayra Investigación Y Desarrollo, S.L. Unipersonal.

The merger will have no impact on the employees of Wayra Investigación Y Desarrollo, S.L. Unipersonal, which will continue to be subject to the same labor regime and will maintain their current working conditions.

Wayra Ireland Limited has no employees. As a result, the merger shall have no social or employment consequences for Wayra Ireland Limited.