



Gazette

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CROSS BORDER MERGER GAZETTE
3 May 2023

CRO GAZETTE, WEDNESDAY, 3 May 2023

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 26-APR-23 AND 2-MAY-23							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
284248	Intesa Sanpaolo Life Designated Activity Company	CBM1	26/4/2023				

**THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008
(AS AMENDED)**

INTESA SANPAOLO LIFE DESIGNATED ACTIVITY COMPANY

NOTICE OF CROSS-BORDER MERGER

Intesa Sanpaolo Life designated activity company (the “**Transferor Company**”) intends to apply to the Irish High Court under Regulation 13 of the European Communities (Cross-Border Mergers) Regulations 2008, S.I. No. 157 of 2008 (as amended) (the “**Irish Regulations**”) for a pre-merger certificate to effect a cross-border merger by absorption with **Intesa Sanpaolo Vita S.p.A.** (the “**Successor Company**”, and together with the Transferor Company, the “**Merging Companies**”) pursuant to the Irish Regulations and the Italian Legislative Decree No. 108 of May 30, 2008 (the “**Italian Decree**”), which implement Directive 2005/56/EC of the European Parliament and of the Council of Ministers of 26 October 2005 on cross-border mergers of limited liability companies (as repealed and codified by Directive 2017/1132/EU) in Ireland and Italy respectively (the “**Cross-Border Merger**”).

As a result of the Cross-Border Merger, the ownership, title and the possession of the assets and liabilities of the Transferor Company will be transferred to, and be acquired and assumed by, the Successor Company by operation of the Irish Regulations and the Italian Decree. The Transferor Company shall be de-registered and dissolved without going into liquidation. The activities of the Transferor Company will be continued by the Successor Company through a newly established Irish branch.

The Transferor Company is a private company limited by shares incorporated under the laws of Ireland under company registration number 284248 with the Irish Companies Registration Office and having its registered office at 1st Floor International House, 3 Harbourmaster Place, Dublin 1, Ireland. The Transferor Company has an issued share capital of EUR 625,000 divided into 468,750 Ordinary Shares of nominal value EUR1.00 each and 156,250 Non -Cumulative Preference Shares of nominal value EUR1.00 each.

The Successor Company is a public company limited by shares incorporated under the laws of Italy under company registration number 02505650370 with the Turin Companies Register and having its registered office at Turin, Corso Inghilterra 3. The Successor Company has an issued share capital of EUR 320,422,508 divided into 655,157,496 ordinary shares with no par value.

If the proposed Cross-Border Merger becomes effective, all assets and liabilities of the Transferor Company will transfer to the Successor Company by operation of law pursuant to the Irish Regulations and the Italian Decree.

The Transferor Company **HEREBY GIVES NOTICE** that the merger proposal in respect of the Cross-Border Merger was delivered to the Companies’ Registrar on the 25 April 2023.

A copy of the common draft terms and the directors’ explanatory report of the Transferor Company in respect of the Cross-Border Merger may be obtained upon request from the Registrar of Companies at the Companies Registration Office, Bloom House, Gloucester Place Lower, Dublin 1, D01 C8P4 and on www.cro.ie or are available for inspection during business hours at the registered offices of the Transferor Company (1st Floor International House, 3 Harbourmaster Place, Dublin 1, Ireland) and the Successor Company (Corso Inghilterra 3, Torino or Viale Stelvio 55/57, Milan, Italy).

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

2 8 4 2 4 8

SR 172.9697



CRO receipt date stamp & barcode

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

Company name

in full

Intesa Sanpaolo Life 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:

1st Floor International House, 3 Harbourmaster Place, Dublin 1, D01K8F1

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

2 8 4 2 4 8

Legal form and law which governs the company:

Designated Activity Company

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

GIUSEPPE LOFORESE

Date

04/04/2023

Presenter details

note four

Person to whom queries can be addressed

Name

Elaine Long

Address

Matheson LLP, 70 Sir John Rogersons Quay, Dublin 2

Telephone number

01 232 2000

Fax number

Email

elaine.long@matheson.com

Reference number EL/HV/671508/1

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:

Intesa Sanpaolo Life Designated Activity Company has only one shareholder, Intesa Sanpaolo Vita S.p.A. (the "Shareholder").
Regulation 12 (Protection of Minority Shareholders) of the European Communities Regulations 2008 (as amended) (the "Regulations") does not apply in circumstances where Intesa Sanpaolo Life Designated Activity Company 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:

1ST FLOOR INTERNATIONAL HOUSE, 3.HARBOURMASTER PLACE
DUBLIN 1, DUBLIN

Particulars of other
merging companies

Name of Company:

Intesa Sanpaolo Vita S.p.A.

The registered office of the company:

Turin, Corso Inghilterra 3, 10138 Torino, Italy

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

Società per azioni (S.p.A.) (Public Limited Company)

Laws of Italy

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 of Intesa Sanpaolo Life Designated Activity Company ("ISL") who vote against the proposal to effectuate the merger that is proposed, as the entire shareholding of the Absorbed Company is held by Intesa Sanpaolo Vita S.p.A. ("ISV").
The entire issued and outstanding share in the capital of the ISL held by ISV shall be cancelled by operation of law. The merger will therefore not affect the shareholders of ISV.
Italian law does not grant special rights to minority shareholders of a merging company in connection to a merger.
Pursuant to Article 2503 of the Italian Civil Code, the creditors of ISL (who are creditors of ISL prior to the registration of the Common Draft Terms of Merger with the Turin Companies Register) may object to the Merger, within 60 days from the date of registration with the Turin Companies Register of the shareholders' meeting decision approving the Merger. It is currently expected that this registration will take place in September 2023.

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:

Intesa Sanpaolo Vita S.p.A., Turin, Corso Inghilterra 3, Italy.

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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 Turin Companies' Register in Italy under
registration number 02505650370.

**Particulars of other
merging companies**

Name of Company:

Not applicable.

The registered office of the company:

Not applicable.

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

Not applicable.

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

Not applicable.

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:

Not applicable.

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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:

Not applicable.