

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 000/2019/J/41

CROSS BORDER MERGER GAZETTE

3 October 2019

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 23-SEPT-19 AND 2-OCT-19							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
223184	BNY Mellon Trust Company (Ireland) Limited	CBM1	25/09/2019				
519035	DR Real Estate Limited	CBM1	23/09/2019				
655936	Merlin Music Limited	CBM1	27/09/2019				

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 25 September 2019 of a proposed merger between the following companies:

BNY Mellon Trust Company (Ireland) Limited (registered in Ireland company number 223184) and

The Bank of New York Mellon SA/NV

Registered in the Register of Legal Entities of Brussels Belgium under number 0806.743.159

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

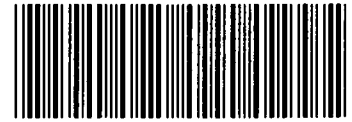
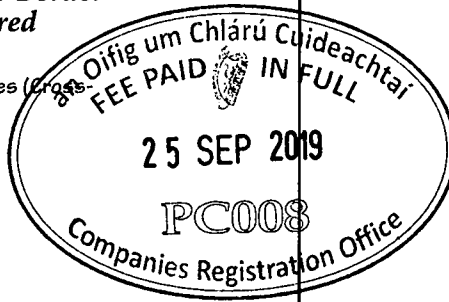
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.30 am and 5.00 pm at the registered office of BNY Mellon Trust Company (Ireland) Limited at One Dockland Central, Guild Street, IFSC, Dublin 1

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of BNY Mellon Trust Company (Ireland) Limited at One Dockland Central, Guild Street, IFSC, Dublin 1

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



6239598

CRO receipt date stamp & barcode

Company number

2 2 3 1 8 4

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

Company name

in full

BNY Mellon Trust Company (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:

One Dockland Central, Guild Street, IFSC, Dublin 1

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

2 2 3 1 8 4

Legal form and law which governs the company:

Private Limited Company governed under the laws of Ireland, in particular, by Parts 1 -15 of the Companies Act 2014.

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

Mark Fitzgerald
Paula Kelleher

Name *in block letters or typescript*

MARK FITZGERALD
PAULA KELLEHER

Date 24th September, 2019

Presenter details

note four

Person to whom queries can be addressed

Name

Matheson

Address

70 Sir John Rogerson's Quay, Dublin 2 Ireland

Telephone number

01 232 2000

Fax number 01 232 3333

Email

matheson@matheson.com

Reference number PR/ER 3530/33

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:

BNY Mellon Trust Company (Ireland) Limited has only one shareholder,
BNY Mellon Securities Services (Ireland) Limited (the "Shareholder") and a special
resolution will be passed by the Shareholder to approve the cross-border merger
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 BNY Mellon Trust Company (Ireland) Limited is wholly-owned by
the Shareholder.
Creditors of BNY Mellon Trust Company (Ireland) Limited may exercise their rights
under Regulation 15 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:

BNY Mellon Trust Company (Ireland) Limited
One Dockland Central, Guild Street, IFSC, Dublin 1

Particulars of other merging companies

Name of Company:

The Bank of New York Mellon SA/NV

The registered office of the company:

46 Rue Montoyer
B-1000 Brussels
Belgium

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

Public liability company (Société Anonyme / Naamloze Vennootschap)
under the laws of Belgium.

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

The rights and obligations of BNY Mellon Trust Company (Ireland) Limited will be transferred to the The Bank of New York Mellon SA/NV pursuant to the Regulations and applicable Belgian law. There are no minority members of BNY Mellon Trust Company (Ireland) Limited since its issued share capital is 100% owned by the Shareholder.
Creditors of BNY Mellon Trust Company (Ireland) Limited will become creditors of the The Bank of New York Mellon SA/NV upon the merger taking effect.
The assets and liabilities of BNY Mellon Trust Company (Ireland) Limited will transfer to The Bank of New York Mellon SA/NV pursuant to the Regulations and applicable Belgian law.

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:

46 Rue Montoyer
B-1000 Brussels
Belgium

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 Register of Legal Entities (RLE) of Brussels
under number 0806.743.159

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 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Mergers Section, Companies Registration Office, 14 Parnell Square, 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

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 23 September 2019 of a proposed merger between the following companies:

Dr Real Estate Limited (registered in Ireland company number 519035) and

Dr Real Estate S.á r.l.

Registered with the Luxembourg Trade and Business Registrar. Company Number B88825

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 9.30 am and 5.00 pm at the registered office of Dr Real Estate Limited , 22 Northumberland Road,Ballsbridge , Dublin 4

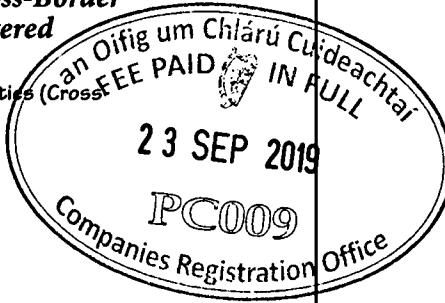
The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of Dr Real Estate Limited, 22 Northumberland Road Ballsbridge, Dublin 4.

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



7497487

CRO receipt date stamp & barcode

Company number

5 1 9 0 3 5

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

Company name

in full

DR Real Estate Limited (the "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:

22 Northumberland Road, Ballsbridge, Dublin 4

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

5 1 9 0 3 5

Legal form and law which governs the company:

Private company limited by shares governed under the laws of Ireland, in particular, by parts 1 -14 of the Companies Act 2014.

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*

SHISHKOV ANDREY

Date

12 September 2019

Presenter details

note four

Person to whom queries can be addressed

Name

Matheson

Address

70 Sir John Rogerson's Quay, Dublin 2

Telephone number

01 232 2000

Fax number 01 232 3333

Email

matheson@matheson.com

Reference number PS/GB 669076/1

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:

Pursuant to Regulation 10 of the European Communities (Cross-Border Merger) Regulations 2008, as amended (the "Regulations"), the common draft
terms shall be approved by a special resolution of the shareholders of the
Company passed not more than one month after the publication of the notice
referred to in Regulation 8(2). Minority shareholders may exercise their rights
under Regulation 12 of the Regulations.
Following the merger, the creditors of the Company will become the creditors
of DR Real Estate S.à r.l., and the merger will not
therefore affect the rights of the creditors of the Company. Creditors of the
Company may exercise their rights under Regulation 15 of the Regulations.
The shareholders and creditors of the Company shall be permitted to inspect,
at the registered office of the Company, the relevant merger documents
including the common draft terms of 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:

DR Real Estate Limited
22 Northumberland Road, Ballsbridge, Dublin 4, Ireland

Particulars of other merging companies

Name of Company:

DR Real Estate S.à r.l.

The registered office of the company:

142/144 rue Albert Uden L-2652, Luxembourg

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

S.à r.l. (société à responsabilité limitée), a private limited company.

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

Pursuant to Article 1021-2 of the Luxembourg Law on Commercial Companies of 10 august 1915 (the "Luxembourg Law"), the common draft terms ("CDT)" shall be approved by a resolution of the shareholders of DR Real Estate S.à r.l. passed not less than one month after the CDT registration with the Luxembourg Trade and Companies Register. Minority shareholders may exercise their rights under Article 1021-12 (3) of the Luxembourg Law.
Creditors of the Merging Companies may exercise their rights under article 1021-9 of the Luxembourg Law.
The shareholders of DR Real Estate S.à r.l. shall be permitted to inspect at the registered seat the relevant merger documents including the common draft terms of 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:

DR Real Estate S.à r.l.
142/144 rue Albert Uden L-2652, 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:

Company number at the Luxembourg Trade and Business Registrar: B88825

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 27 September 2019 of a proposed merger between the following companies:

Merlin Music Limited (registered in Ireland company number 655936) and

Music and Entertainment Rights Licensing Independent Network B.V.
Registered with the Dutch Trade Register.
Registration Number 34279438

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

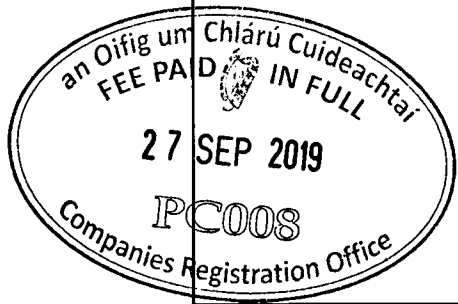
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.30 am and 5.00 pm at the registered office of Merlin Music Limited, 25 -28 North Wall Quay, Dublin 1, DO1H104

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of Merlin Music Limited, 25-28 North Wall QUAY, Dublin 1, DO1H104

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 5 5 9 3 6

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

Company name
in full

MERLIN MUSIC 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:

25-28 North Wall Quay, Dublin 1, D01H104

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

6 5 5 9 3 6

Legal form and law which governs the company:

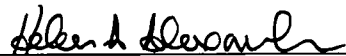
Private Company Limited by Shares
Companies Act 2014

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*



HELEN A ALEXANDER

Date 27 September 2019

Presenter details
note four

Person to whom queries can be addressed

Name

A&L Goodbody Solicitors

Address

North Wall Quay, IFSC, Dublin 1

Telephone number

01-6492000

Fax number 01-6492649

Email

cmaginn@algoodbody.com

Reference number CNM 01-430122

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:

Neither Merlin Music Limited nor Music and Entertainment Rights Licensing Independent Network B.V. have any minority members.
Creditors of Merlin Music Limited who at the date of publication of this notice are entitled to any debt or claim against Merlin Music Limited are entitled to be heard in relation to the confirmation by the Irish High Court of the merger.
Creditors of Music and Entertainment Rights Licensing Independent Network B.V. may institute opposition against the merger proposal by a request to the court up to one month after the announcement of the merger. The court shall reject the request if the creditor has not made plausible the financial position of the Surviving Company after the merger will provide fewer safeguards for the creditor's claim and that insufficient safeguards have been received from the legal person.

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:

Merlin Music Limited
25-28 North Wall Quay, Dublin 1, D01H104

Particulars of other merging companies

Name of Company:

Music and Entertainment Rights Licensing Independent Network B.V.

The registered office of the company:

Damrak 377, 1012 ZJ Amsterdam, the Netherlands

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

A private company with limited liability
Dutch law

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

Neither Merlin Music Limited nor Music and Entertainment Rights Licensing Independent Network B.V. have any minority members.
Creditors of Merlin Music Limited who at the date of publication of this notice are entitled to any debt or claim against Merlin Music Limited are entitled to be heard in relation to the confirmation by the Irish High Court of the merger.
Creditors of Music and Entertainment Rights Licensing Independent Network B.V. may institute opposition against the merger proposal by a request to the court up to one month after the announcement of the merger. The court shall reject the request if the creditor has not made plausible the financial position of the Surviving Company after the merger will provide fewer safeguards for the creditor's claim and that insufficient safeguards have been received from the legal person.

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:

Music and Entertainment Rights Licensing Independent Network B.V.
Damrak 377, 1012 ZJ 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:

The Dutch Trade Register
Registration Number 34279438

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