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COMPANIES REGISTRATION OFFICE
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Gazette

ISSUE ID: 0000/2022/J/7

CROSS BORDER MERGER GAZETTE

30 March 2022

CRO GAZETTE, WEDNESDAY, 30 March 2022

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 23-MAR-22 AND 29-MAR-22							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
298650	Retrial Investments Limited	CBM1	25/3/2022				

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 March 2022 of a proposed merger between the following companies:

Retrial Investments Limited (registered in Ireland company number 298650) and

Mabanthur S.L.

Spanish NIF Number B60340403, registered at the Commercial Registry of Barcelona under volume 25.875, file 68, sheet B-96.404

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 10.00 am and 5.00 p.m at the registered office of Retrial Investments Limited, 6 Sullivan's Quay, Cork, Co. Cork, 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 Retrial Investments Limited, 6 Sullivan's Quay, Cork, Co. Cork, 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

CRO receipt date stamp & barcode

Company number

2 9 8 6 5 0

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

Company name
in full

Retrial Investments 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:

6 Sullivan's Quay, Cork, Co. Cork, Ireland

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

2 9 8 6 5 0

Legal form and law which governs the company:

Ireland - private limited company

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*

Bibiano Arias Rodriguez

Date

MARCH 22, 2022

Presenter details
note four

Person to whom queries can be addressed

Name

ByrneWallace LLP

Address

88 Harcourt Street, Dublin 2

Telephone number

01 691 5000

Fax number 01 691 5050

Email

econnolly@byrnewallace.com

Reference number 32789.1/AIB

Particulars of other merging companies

Name of Company:

Mabanthur S.L.

The registered office of the company:

Sant Joan d'Espi (Barcelona) Avenida de la Mare de Deu de Montserrat 1,
Barcelona, Spain

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

A company incorporated pursuant to the laws of Spain.

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

On completion of the proposed merger, the assets and liabilities of Retrial Investments Limited shall be acquired by Mabanthur S.L. Accordingly, all creditors of Retrial Investments Limited shall become creditors of Mabanthur S.L. on completion of the proposed merger and Mabanthur S.L. shall assume Retrial Investments Limited's obligations and responsibilities regarding those creditors. In the opinion of the board of directors of Retrial Investments Limited, neither the security nor the reasonable expectations of the creditors of Retrial Investments Limited shall be prejudiced by the proposed merger. Creditors of Mabanthur S.L. shall remain creditors of Mabanthur S.L. Mabanthur S.L. is the sole shareholder of Retrial Investments Limited and accordingly, there are no minority members of Retrial Investments Limited.

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:

6 Sullivan's Quay, Cork, Co. Cork, Ireland

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:

Spanish NIF number B60340403, registered at the Commercial Registry of Barcelona under volume 25.875, file 68, sheet B-96.404

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:

On completion of the proposed merger, the assets and liabilities of Retrial Investments Limited shall be acquired by Mabanthur S.L. Accordingly, all creditors of Retrial Investments Limited shall become creditors of Mabanthur S.L. on completion of the proposed merger and Mabanthur S.L. shall assume Retrial Investments Limited's obligations and responsibilities regarding those creditors. In the opinion of the board of directors of Retrial Investments Limited, neither the security nor the reasonable expectations of the creditors of Retrial Investments Limited shall be prejudiced by the proposed merger.
Creditors of Mabanthur S.L. shall remain creditors of Mabanthur S.L.
Mabanthur S.L. is the sole shareholder of Retrial Investments Limited and accordingly, there are no minority members of Retrial Investments Limited.

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:

6 Sullivan's Quay, Cork, Co. Cork, Ireland

