



Gazette

ISSUE ID: 0000/2022/J/24
CROSS BORDER MERGER GAZETTE
30 November 2022

CRO GAZETTE, WEDNESDAY, 30 November 2022

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 23-NOV-22 AND 29-NOV-22							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
524148	Idea Due Limited	CBM1	22/11/2022				

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 22 November 2022 of a proposed merger between the following companies:

Idea Due Limited (registered in Ireland company number 524148) and

I.M.AR S.R.L.

Registered with The Italian Companies Register of Chamber of Commerce, Industry Handicrafts and Agriculture of Venice and Rovigo. Registration number 00188400279

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 Idea Due Limited, Joyce House, 21-23 Holles Street, Dublin 2, 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 Idea Due Limited, Joyce House, 21-23 Holles 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



CRO receipt date stamp & barcode

Company number

5 2 4 1 4 8

SR 148774

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

Company name

in full

Idea Due 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:

Joyce House, 21-23 Holles Street, Dublin 2, Ireland

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

5 2 4 1 4 8

Legal form and law which governs the company:

LTD - private company limited by shares

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

Stephen McGivern

Date 18 November 2022

Presenter details

note four

Person to whom queries can be addressed

Name

Nicole Jones

Address

A&L Goodbody LLP, 3 Dublin Landings, Dublin 1

Telephone number

01 649 2000

Fax number 6492649

Email

njones@algoodbody.com

Reference number 01440908

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 of the merging companies has any minority members.
Following the merger, the creditors of the Idea Due Limited shall become creditors of the successor company. These creditors shall have the same rights and obligations following the merger but in relation to IMAR S.R.L.
The claims of existing creditors of IMAR S.R.L. will not be impacted.
The creditors of the I.M.A.R. S.R.L. can exercise the rights assigned to them by Article 11(2) of the Italian Legislative Decree No 108/2008, as amended.

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:

Joyce House, 22/23 Holles Street, Dublin 2

Particulars of other
merging companies

Name of Company:

I.M.AR. S.R.L.

The registered office of the company:

Via Callalta, 44, 30020 Pramaggiore (VE), Italy

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

Limited liability company

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

Neither of the merging companies has any minority members.

Following the merger, the creditors of the Idea Due Limited shall become creditors of the successor company. These creditors shall have the same rights and obligations following the merger but in relation to IMAR S.R.L.

The claims of existing creditors of IMAR S.R.L. will not be impacted.

The creditors of the I.M.A.R. S.R.L. can exercise the rights assigned to them by Article 11(2) of the Italian Legislative Decree No 108/2008, as amended.

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:

Joyce House, 22/23 Holles Street, Dublin 2

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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:

Italian Companies Register of the Chamber of Commerce, Industry
Handicrafts and Agriculture of Venice and Rovigo
Registration Number: 00188400279

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*

[illegible]

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:

