



Gazette

ISSUE ID:0000/2019/J/44

CROSS BORDER MERGER GAZETTE

30th October 2019

CRO GAZETTE, WEDNESDAY, 30th OCTOBER 2019

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 22-OCT-19 AND 29-OCT-19							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
588459	VIP-CKH Ireland Limited	CBM1	25/10/2019				
637934	Fitch Ratings Ireland Limited	CBM1 X 5	25/10/2019				

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 October 2019 of a proposed merger between the following companies:

VIP-CKH Ireland Limited (registered in Ireland company number 588489) and

Hutchison Europe Telecommunications S.à .r.l

Registered with the Trade and Companies Register of Luxembourg (Registre de commerce et des société à responsabilité) incorporated under the laws of Luxembourg.

Registration Number B74649

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

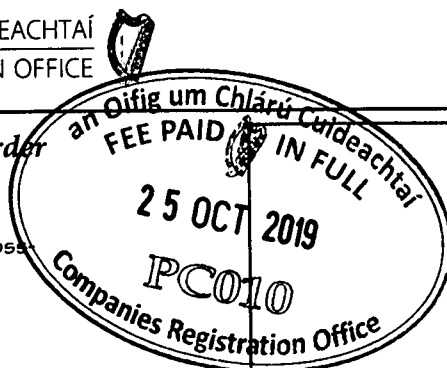
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00 am and 5.00 pm at the registered office of VIP– CKH Ireland Limited , 28/29 Sir John Rogerson’s Quay, Dublin 2, Ireland.

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 VIP-CKH Ireland Limited, 28/29 Sir John Rogerson’s Quay, 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



7450330

Company number

5 8 8 4 8 9

CRO receipt date stamp & barcode

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

Company name

in full

VIP-CKH 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:

28/29 Sir John Rogerson's Quay, Dublin 2, Ireland

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

5 8 8 4 8 9

Legal form and law which governs the company:

Private company limited by shares governed 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

ROBERT FINNEGAN

Date

25 OCTOBER 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 PS/GB 669268/1

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 11 of the European Communities (Cross-Border Merger) Regulations 2008, as amended (the "Regulations"), approval of the shareholder of VIP-CKH Ireland Limited (the "Company") is not required as the cross-border merger will be effected as a merger by absorption of a wholly-owned subsidiary. Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company is a wholly-owned subsidiary of Hutchison Europe Telecommunications S.à r.l. (the "Shareholder") at the effective date of the merger.
From the Effective Date, the creditors of the Company will become the creditors of the Shareholder, and the merger will not therefore affect the rights of the creditors of the Company.
The Shareholder 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:

VIP-CKH Ireland Limited
28/29 Sir John Rogerson's Quay, Dublin 2, Ireland

Name of Company:

Hutchison Europe Telecommunications S.à r.l.

The registered office of the company:

7, rue du Marché-aux-Herbes, L-1728 Luxembourg

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

Private company with limited liability (société à responsabilité limitée)
incorporated 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*

The rights and obligations of the Company will transfer to the Shareholder pursuant to the Regulations and applicable Luxembourg law. The creditors of the Shareholder may exercise their rights in accordance with applicable Luxembourg law.

In accordance with applicable Luxembourg laws, the merger shall be approved by the shareholder of the Shareholder.

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:

Hutchison Europe Telecommunications S.à r.l.
7, rue du Marché-aux-Herbes, L-1728 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:

Trade and Companies Register of Luxembourg (Registre de commerce et des sociétés) - registration number B74649.

Particulars of other merging companies

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

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:

N/A

☐ 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:

N/A

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 October 2019 of a proposed merger between the following companies:

Fitch Ratings Ireland Limited (registered in Ireland company number 637934) and

Fitch France S.A.S registered with the Paris Trade and Companies Register Under number 378 001 283.

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

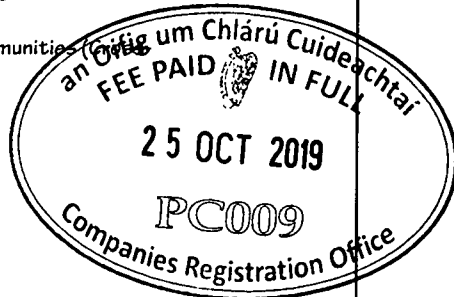
The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at www.cro.ie

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 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, 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 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland.

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 3 7 9 3 4

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

Company name

in full

Fitch Ratings Ireland 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

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

6 3 7 9 3 4

Legal form and law which governs the company:

Private company limited by shares governed 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

DAVID SAMUEL

Date

25 October 2019

Presenter details

note four

Name

Address

Person to whom queries can be addressed

LK Shields Solicitors

40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Telephone number

Email

01 6661 0866

sgamble@lkshields.ie

Fax number

Reference number 9094.9001

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:

[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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Particulars of other
merging companies

Name of Company:

Fitch France S.A.S (the "Transferor Company")

The registered office of the company:

60, rue de Monceau, 75008 Paris

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

A French société par actions simplifiée having a share capital of €800,000
divided into 50,000 ordinary shares of €16.00 each and registered with the
Paris Trade and Companies Register under number 378 001 283

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

Please see attached 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, 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:

Fitch France S.A.S is registered with the Paris Trade and
Companies Register under number 378 001 283

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:

Form CBM1 Continuation Sheet

Fitch Ratings Ireland Limited (the "**Company**")
Company No.: 637934

Particulars of other merging companies

Name of Company: Fitch France S.A.S (the "**Transferor Company**")

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

"The Transferor Company has only one (sole) shareholder. There are no minority shareholders.

The rights and obligations of the Transferor Company will transfer to the Company pursuant to the Regulations and applicable French laws. The creditors of the Transferor Company may exercise their rights in accordance with the applicable French laws.

The sole shareholder of the Transferor Company will have the opportunity to approve and consider the Common Draft Terms. It is proposed that a shareholder's resolution will be passed on or around 30 November 2019 to approve the cross-border merger pursuant to the Regulations and the relevant French laws.

The creditors and shareholders of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the Common Draft Terms in accordance with the Regulations and the relevant French laws."

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 October 2019 of a proposed merger between the following companies:

Fitch Ratings Ireland Limited (registered in Ireland company number 637934) and

Fitch Deutschland GMBH , registered with the local court (Amtsgericht) of Frankfurt am Main under HRB 52256.

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

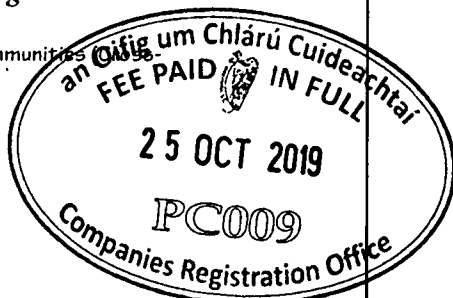
The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at www.cro.ie

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 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, 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 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland.

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 3 7 9 3 4

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

Company name

in full

Fitch Ratings Ireland 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

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

6 3 7 9 3 4

Legal form and law which governs the company:

Private company limited by shares governed 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*

DAVID SAMUEL

Date

25 October 2019

Presenter details

note four

Person to whom queries can be addressed

Name

LK Shields Solicitors

Address

40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Telephone number

01 6661 0866

Fax number

Email

sgamble@lkshields.ie

Reference number 9094.9001

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 Mergers) Regulations 2008, as amended (the "Regulations"), a special resolution will be passed by the shareholders of the Company to approve the merger. Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Transferor Company does not have any minority shareholders
Creditors of the Company 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Particulars of other
merging companies

Name of Company:

Fitch Deutschland GmbH (the "Transferor Company")

The registered office of the company:

Frankfurt am Main, Germany

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

A German limited liability company (Gesellschaft mit beschränkter Haftung)
under German law and registered with the commercial register of the local
court (Amtsgericht) of Frankfurt am Main under HRB 52256

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

Please see attached 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, 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:

Fitch Deutschland GmbH is registered with the commercial register
of the local court (Amtsgericht) of Frankfurt am Main under HRB
52256

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*

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:

Form CBM1 Continuation Sheet

Fitch Ratings Ireland Limited (the "**Company**")
Company No.: 637934

Particulars of other merging companies

Name of Company: Fitch Deutschland GmbH (the "**Transferor Company**")

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

"The Transferor Company has only one (sole) shareholder. There are no minority shareholders.

The rights and obligations of the Transferor Company will transfer to the Company pursuant to the Regulations and applicable German laws. The creditors of the Transferor Company may exercise their rights in accordance with the applicable German laws.

The sole shareholder of the Transferor Company will have the opportunity to approve and consider the Common Draft Terms. It is proposed that a shareholder's resolution will be passed on or around 30 November 2019 to approve the cross-border merger pursuant to the Regulations and the relevant German laws.

The creditors and shareholders of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the Common Draft Terms in accordance with the Regulations and the relevant German laws."

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 October 2019 of a proposed merger between the following companies:

Fitch Ratings Ireland Limited (registered in Ireland company number 637934) and

Fitch Italia, Società Italiana per rating S.P.A. IS registered with the Register of Undertakings of Milan under 11436070152.

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

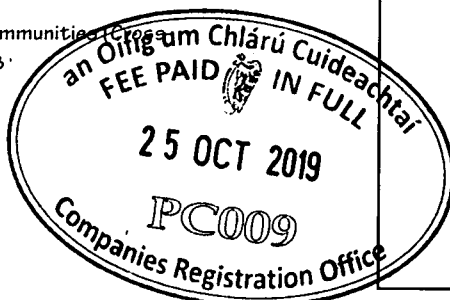
The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at www.cro.ie

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 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, 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 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland.

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



7438695

CRO receipt date stamp & barcode

Company number

6 3 7 9 3 4

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

Company name

in full

Fitch Ratings Ireland 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

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

6 3 7 9 3 4

Legal form and law which governs the company:

Private company limited by shares governed 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

IAN LINNELL

Date

25 October 2019

Presenter details

note four

Person to whom queries can be addressed

Name

LK Shields Solicitors

Address

40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Telephone number

01 661 0866

Fax number

Email

sgamble@lkshields.ie

Reference number 9094.9001

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 Mergers) Regulations 2008, as amended (the "Regulations"), a special resolution will be passed by the shareholders of the Company to approve the merger. Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Transferor Company does not have any minority shareholders.
Creditors of the Company 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Particulars of other
merging companies

Name of Company:

Fitch Italia - Società Italiana per Rating S.P.A (the "Transferor Company")

The registered office of the company:

Milan, Via Morigi n. 6

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

An Italian società per azioni having a share capital of €300,000 divided into 300,000 Ordinary Shares of €1.00 each and registered with the Register of Undertakings of Milan under number 11436070152

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

Please see attached 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, 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:

Fitch Italia – Società Italiana per Rating S.P.A is registered with the Register of Undertakings of Milan under number 11436070152

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:

Form CBM1 Continuation Sheet

Fitch Ratings Ireland Limited (the "**Company**")
Company No.: 637934

Particulars of other merging companies

Name of Company: Fitch Italia - Società Italiana per Rating S.P.A (the "Transferor Company")

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

"The Transferor Company has only one (sole) shareholder. There are no minority shareholders.

The rights and obligations of the Transferor Company will transfer to the Company pursuant to the Regulations and applicable Italian laws. The creditors of the Transferor Company may exercise their rights in accordance with the applicable Italian laws.

The sole shareholder of the Transferor Company will have the opportunity to approve and consider the Common Draft Terms. It is proposed that a shareholder's resolution will be passed on or around 30 November 2019 to approve the cross-border merger pursuant to the Regulations and the relevant Italian laws.

The creditors and shareholders of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the Common Draft Terms in accordance with the Regulations and the relevant Italian laws."

[Handwritten signature]

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 October 2019 of a proposed merger between the following companies:

Fitch Ratings Ireland Limited (registered in Ireland company number 637934) and

Fitch Polska Spółka Akcyjna is registered in the register of entrepreneurs of National Court Register kept by a District Court for the capital city of Warsaw, X11 Commercial Division of the National Court Register, under the KRS number 0000081384 and having its registered office at 16 Królewska street, 00-103 warsaw, Poland, Tax identification Number (NIP) 5251560437.

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 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, 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 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland.

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 3 7 9 3 4

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

Company name

in full

Fitch Ratings Ireland 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

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

6 3 7 9 3 4

Legal form and law which governs the company:

Private company limited by shares governed 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

IAN LINNELL

Date

25 October 2019

Presenter details

note four

Person to whom queries can be addressed

Name

LK Shields Solicitors

Address

40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Telephone number

01 6661 0866

Fax number

Email

sgamble@lkshields.ie

Reference number 9094.9001

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 Mergers) Regulations 2008, as amended (the "Regulations"), a special resolution will be passed by the shareholders of the Company to approve the merger. Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Transferor Company does not have any minority shareholders
Creditors of the Company 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Particulars of other
merging companies

Name of Company:

Fitch Polska Spółka Akcyjna (the "Transferor Company")

The registered office of the company:

Warsaw, Królewska 16 Street, 00-103 Warsaw, Poland

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

Please see attached continuation sheet

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

Please see attached 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, 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:

Please see attached continuation sheet

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:

Form CBM1 Continuation Sheet

Fitch Ratings Ireland Limited (the "**Company**")
Company No.: 637934

Particulars of other merging companies

Name of Company: Fitch Polska Spółka Akcyjna (the "**Transferor Company**")

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

"a private joint stock company incorporated under and subject to the laws of Poland, registered in the register of entrepreneurs of National Court Register kept by a District Court for the capital city of Warsaw, XII Commercial Division of the National Court Register, under the KRS number 0000081384 and having its registered office at 16 Królewska Street, 00-103 Warsaw, Poland, Tax Identification Number (NIP) 5251560437."

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

"The Transferor Company has only one (sole) shareholder. There are no minority shareholders.

The rights and obligations of the Transferor Company will transfer to the Company pursuant to the Regulations and applicable Polish laws. The creditors of the Transferor Company may exercise their rights in accordance with the applicable Polish laws.

The sole shareholder of the Transferor Company will have the opportunity to approve and consider the Common Draft Terms. It is proposed that a shareholder's resolution will be passed on or around 30 November 2019 to approve the cross-border merger pursuant to the Regulations and the relevant Polish laws.

The creditors and shareholders of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the Common Draft Terms in accordance with the Regulations and the relevant Polish laws."

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:

"Fitch Polska Spółka Akcyjna is registered in the register of entrepreneurs of National Court Register kept by a District Court for the capital city of Warsaw, XII Commercial Division of the National Court Register, under the KRS number 0000081384 and having its registered office at 16 Królewska Street, 00-103 Warsaw, Poland, Tax Identification Number (NIP) 5251560437."

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 October 2019 of a proposed merger between the following companies:

Fitch Ratings Ireland Limited (registered in Ireland company number 637934) and

Fitch Ratings Espana S.A.U. registered with the Barcelona Mercantile Registry, form B-97779, volume 44456 and folio 134.

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

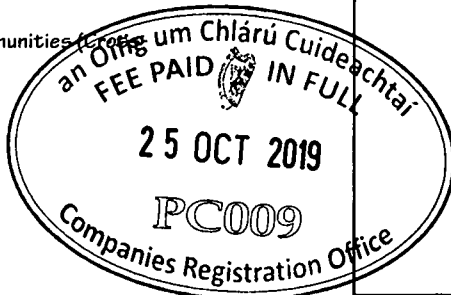
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00 am and 5.00 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland.

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 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland.



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



7438699

CRO receipt date stamp & barcode

Company number

6 3 7 9 3 4

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

Company name

in full

Fitch Ratings Ireland 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

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

6 3 7 9 3 4

Legal form and law which governs the company:

Private company limited by shares governed 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*

IAN LINNEIL

Date

25 October 2019

Presenter details

note four

Person to whom queries can be addressed

Name

LK Shields Solicitors

Address

40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Telephone number

01 6661 0866

Fax number

Email

sgamble@lkshields.ie

Reference number 9094.9001

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 Mergers) Regulations 2008, as amended (the "Regulations"), a special resolution will be passed by the shareholders of the Company to approve the merger. Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Transferor Company does not have any minority shareholders
Creditors of the Company 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Particulars of other
merging companies

Name of Company:

Fitch Ratings España S.A.U. (the "Transferor Company")

The registered office of the company:

Avenida Diagonal 601, 2^a, Barcelona

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

A Spanish public limited company ("sociedad anónima") incorporated under
and subject to the laws of Spain, registered with the Barcelona Mercantile
Registry, form B-97779, volume 44456 and folio 134

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

Please see attached 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:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

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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:

Fitch Ratings España SA is registered with the Barcelona Mercantile
Registry, form B-97779, volume 44456 and folio 134

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:

Form CBM1 Continuation Sheet

Fitch Ratings Ireland Limited (the "**Company**")
Company No.: 637934

Particulars of other merging companies

Name of company: Fitch Ratings España S.A.U. (the "**Transferor Company**")

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

"The Transferor Company has only one (sole) shareholder. There are no minority shareholders.

The rights and obligations of the Transferor Company will transfer to the Company pursuant to the Regulations and applicable Spanish laws. The creditors of the Transferor Company may exercise their rights in accordance with the applicable Spanish laws.

The sole shareholder of the Transferor Company will have the opportunity to approve and consider the Common Draft Terms. It is proposed that a shareholder's resolution will be passed on or around 30 November 2019 to approve the cross-border merger pursuant to the Regulations and the relevant Spanish laws.

The creditors and shareholders of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the Common Draft Terms in accordance with the Regulations and the relevant Spanish laws."