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COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 00002017/J/14**

**CROSS BORDER MERGER GAZETTE**

**5th April 2017**

## **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 28 March 2017 of a proposed merger between the following companies:

TI Sparkle Ireland Telecommunications Limited (registered in Ireland Company number 324308) and

Telecom Italia Sparkle S.P.A

Registered with the Italian trade registry under number 05305181009

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](http://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 TI Sparkle Ireland Telecommunications Limited, Room 325-329, Third Floor, Regus, Ormond Building, 31-36 Ormond Quay Upper, Dublin 7

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 TI Sparkle Ireland Telecommunications Limited, room 325-329, Third Floor, Regus, Ormond Building, 31-36 Ormond Quay Upper, Dublin 7

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



Company number

3 2 4 3 0 8

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

**Company name**  
*in full*

TI Sparkle Ireland Telecommunications 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:

Room 325-329, Third Floor, Regus, Ormond Building,  
31-36 Ormond Quay Upper, Dublin 7.

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

3 2 4 3 0 8

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES AND INCORPORATED UNDER THE 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*

L I O R S T R U L

Date

21 / 03 / 2017

**Presenter details**  
*note four*

Person to whom queries can be addressed

Name

Eversheds Sutherland Solicitors

Address

One Earlsfort Centre

Earlsfort Terrace, Dublin 2.

Telephone number

016644200

Fax number 016644300

Email

info@eversheds-sutherland.ie

Reference number 41340.14







## 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](http://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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

## **CONTINUATION SHEET**

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

Neither TI Sparkle Ireland Telecommunications Limited, as Transferor company, nor Telecom Italia Sparkle S.P.A, as Successor company, have any minority members.

In accordance with Regulation 19 of the European Communities (Cross Border Merger) Regulations 2008, S.I. No. 157 of 2008 (the "**Irish Regulations**"), on completion of the merger, all assets and liabilities of TI Sparkle Ireland Telecommunications Limited are transferred to Telecom Italia Sparkle S.P.A. Therefore, Telecom Italia Sparkle S.P.A will, by virtue of Regulation 19 of the Irish Regulations and pursuant to Section 2501 through 2505-quarter of the Italian Civil Code, assume liability for all of the Company's obligations to creditors. Telecom Italia Sparkle S.P.A is a company (Società per azioni) incorporated in Italy and subject to suit in its own name amenable to the jurisdiction of the courts of Italy.