



Gazette

ISSUE ID: 0000/2023/J/05
CROSS BORDER MERGER GAZETTE
5 April 2023

CRO GAZETTE, WEDNESDAY, 5 April 2023

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 29-MAR-23 AND 4-APR-23							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
290539	Unipolre Designated Activity Company	CBM1	4/4/2023				

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 31 March 2023 of a proposed merger between the following companies:

Unipolre Designated Activity Company (registered in Ireland company number 290539) and

Unipolsai Assicurazioni S.P.A

Registered in the Companies Register of Bologna, with the registered number and fiscal code 00818570012

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 Unipolre Designated Activity Company, The Watermarque, Ringsend Road, Dublin 4, D04 K7N3

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 Unipolre Designated Activity Company, The Watermarque, Ringsend Road, Dublin 4, D04 K7N3

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

2 9 0 5 3 9

SR 1696767



CRO receipt date stamp & barcode

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

Company name

in full

UNIPOLRE DESIGNATED ACTIVITY 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:

THE WATERMARQUE, RINGSEND ROAD, DUBLIN 4, D04 K7N3

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

2 9 0 5 3 9

Legal form and law which governs the company:

DESIGNATED ACTIVITY COMPANY UNDER 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

FEDERICO ARPE

Date 30 March 2023

Presenter details

note four

Name

Address

Person to whom queries can be addressed

WILLIAM FRY LLP

2 GRAND CANACL SQUARE, DUBLIN 2

Telephone number

Email

016395000

INFO@WILLIAMFRY.COM

Fax number 016395333

Reference number 027993.0002.IAM

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:

The merger will be a merger by absorption of UnipolRe DAC ("UnipolRe") into UnipolSai Assicurazioni S.p.A. ("UnipolSai"). UnipolSai, as of the effective date of the merger, will be the sole direct shareholder in UnipolRe, therefore the merger will have no effect on the rights of minority shareholders. The UnipolRe and UnipolSai Boards of Directors have adopted the common draft terms of the merger.
If the proposed merger becomes effective, all of the assets and liabilities of UnipolRe will transfer to UnipolSai pursuant to the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations") and the Italian applicable laws on cross-border mergers of insurance companies. Creditors of UnipolRe do not have a statutory right under the Regulations to make representations before the High Court of Ireland in connection with the proposed merger. However, any unresolved representations from creditors of UnipolRe will be brought to the attention of the High Court of Ireland. It is not anticipated that creditors of UnipolRe will be prejudiced by the 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:

THE WATERMARQUE, RINGSEND ROAD, DUBLIN 4, D04 K7N3

**Particulars of other
merging companies**

Name of Company:

UNIPOLSAI ASSICURAZIONI S.P.A.

The registered office of the company:

VIA STALINGRADO 45, 40128, BOLOGNA, ITALY

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

ITALIAN JOINT STOCK COMPANY INCORPORATED IN ACCORDANCE
WITH ITALIAN LAW

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

As a result of the merger, UnipolRe will cease to exist and all of its assets and liabilities will be transferred to UnipolSai as of the effective date of the merger. The creditors of UnipolRe will become creditors of UnipolSai. Pursuant to 2503 of the Italian Civil Code, a 60-day period to oppose the merger is granted to the creditors starting from the date of registration of the notarial minutes of the Board of Directors meeting of UnipolSai approving the merger with the Companies' Register of Bologna. The shareholders of UnipolSai will not be affected by the Merger since there will not be any dilution, being a Merger with no exchange ratio. In addition, as a result of the Merger, UnipolSai will not amend its by-laws. The Merger will not cause any withdrawal right for the UnipolSai shareholders.

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:

VIA STALINGRADO 45, 40128, BOLOGNA, ITALY

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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:

REGISTERED IN THE COMPANIES REGISTER OF BOLOGNA
WITH THE REGISTRATION NUMBER AND FISCAL CODE
00818570012

**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