



Gazette

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CROSS BORDER MERGER GAZETTE
5 May 2021

CRO GAZETTE, WEDNESDAY, 5 May 2021

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 28-APR-21 AND 4-MAY-21							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
314239	Euroben Life & Pension Designated Activity Company	CBM1	28/04/2021				

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 27 April 2021 of a proposed merger between the following companies:

Euroben Life 7 Pension Designated Activity Company (registered in Ireland company number 314239) and

SPP Pension & Försäkring AB (PUBL)

Registered with the Swedish Companies Registration Office under registration number 516401-8599

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 Euroben Life & Pension Designated Activity Company, Block 4, Regus, Harcourt Centre, Harcourt Road, 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 Euroben Life & Pension Designated Activity Company, Block 4, Regus, Harcourt Centre, Harcourt Road, 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

Company number

3 1 4 2 3 9

CRO receipt date stamp & barcode

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

Company name

in full

EUROBEN LIFE & PENSION 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.

By acquisition By formation of a new company By absorption

Type of merger

note one

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:

BLOCK 4, REGUS, HARCOURT CENTRE, HARCOURT ROAD,
DUBLIN 2, IRELAND

Company details

note two

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

3 1 4 2 3 9

Legal form and law which governs the company:

DESIGNATED ACTIVITY COMPANY GOVERNED UNDER THE LAWS OF
IRELAND, IN PARTICULAR BY PART 16 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*

PAUL COTTER

Date

22/4/21

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

kieran.osullivan@matheson.com

Reference number DM/KIOS 670448/1

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:

Euroben Life & Pensions Designated Activity Company has only one
shareholder, SPP Pension & Försäkring AB (publ) (the "Shareholder")
and a special resolution will be passed by the Shareholder to approve the
cross-border merger pursuant to Regulation 10 of the European Communities
(Cross-Border Mergers) Regulation 2008 as amended (the "Regulations").
Regulation 12 (Protection of Minority Shareholders) of the Regulations does
not apply as Euroben Life & Pensions Designated Activity Company is wholly-
owned by the Shareholder.
Creditors of Euroben Life & Pensions Designated Activity 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:

EUROBEN LIFE & PENSION DESIGNATED ACTIVITY COMPANY
BLOCK 4, REGUS, HARCOURT CENTRE, HARCOURT ROAD,
DUBLIN 2, IRELAND

Particulars of other merging companies

Name of Company:

SPP PENSION & FÖRSÄKRING AB (PUBL)

The registered office of the company:

VASAGATAN 10, 105 39 STOCKHOLM, SWEDEN

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

PUBLIC LIMITED COMPANY
REGISTERED WITH THE SWEDISH COMPANIES REGISTRATION OFFICE
UNDER THE LAWS OF SWEDEN

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 Euroben Life & Pensions Designated Activity Company will be transferred to SPP Pension & Försäkring AB (publ) pursuant to the Regulations and applicable Swedish law. There are no minority members of Euroben Life & Pensions Designated Activity since its issued share capital is 100% wholly owned by the Shareholder.
Creditors of Euroben Life & Pensions Designated Activity will become creditors of SPP Pension & Försäkring AB (publ) upon the merger taking effect.
The assets and liabilities of Euroben Life & Pensions Designated Activity will transfer to SPP Pension & Försäkring AB (publ) pursuant to the Regulations and Swedish law.

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:

VASAGATAN 10, 105 39 STOCKHOLM, SWEDEN

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 WITH THE SWEDISH COMPANIES REGISTRATION OFFICE UNDER REGISTRATION NUMBER 516401-8599

Particulars of other merging companies

Name of Company:

NOT APPLICABLE

The registered office of the company:

NOT APPLICABLE

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

NOT APPLICABLE

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

NOT APPLICABLE

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:

NOT APPLICABLE

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:

NOT APPLICABLE

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.

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 Bloom House, Gloucester Place Lower, Dublin 1. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:
Companies Registration Office, Bloom House, Gloucester Place Lower, 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 relodged 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 OR BY E-MAIL info@cro.ie