

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0000/2022/J/20
CROSS BORDER MERGER GAZETTE
5 October 2020

CRO GAZETTE, WEDNESDAY, 5 October 2022

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 28-SEP-22 AND 4-OCT-22							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
638002	Modulr FS Europe Limited	CBM1	27/9/2022				

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 26 September 2022 of a proposed merger between the following companies:

Modulr FS Europe Limited (registered in Ireland company number 638002) and

Modulr Finance B.V.

Registered with the Dutch Register under number 81852401

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 Modulr FS Europe Limited, 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland.

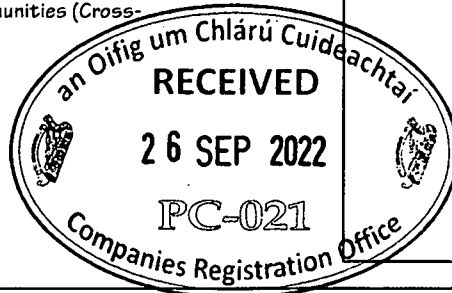
The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00 a.m and 5.00 p.m. at the registered office of Modulr FS Europe Limited, 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland.

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

6 3 8 0 0 2

SR 1372195

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

Company name

in full

Modulr FS Europe 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:

6th Floor, 2 Grand Canal Square, Dublin 2, Ireland

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

6 3 8 0 0 2

Legal form and law which governs the company:

A private company limited by shares governed 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*

JOHN IRWIN

Date

23-9-2022

Presenter details

note four

Person to whom queries can be addressed

Name

Matheson

Address

70 Sir John Rogerson's Quay

Dublin 2, D02 R296, Ireland

Telephone number

01 232 2000

Fax number 01 232 3333

Email

kieran.osullivan@matheson.com

Reference number EL/ER 671234/1



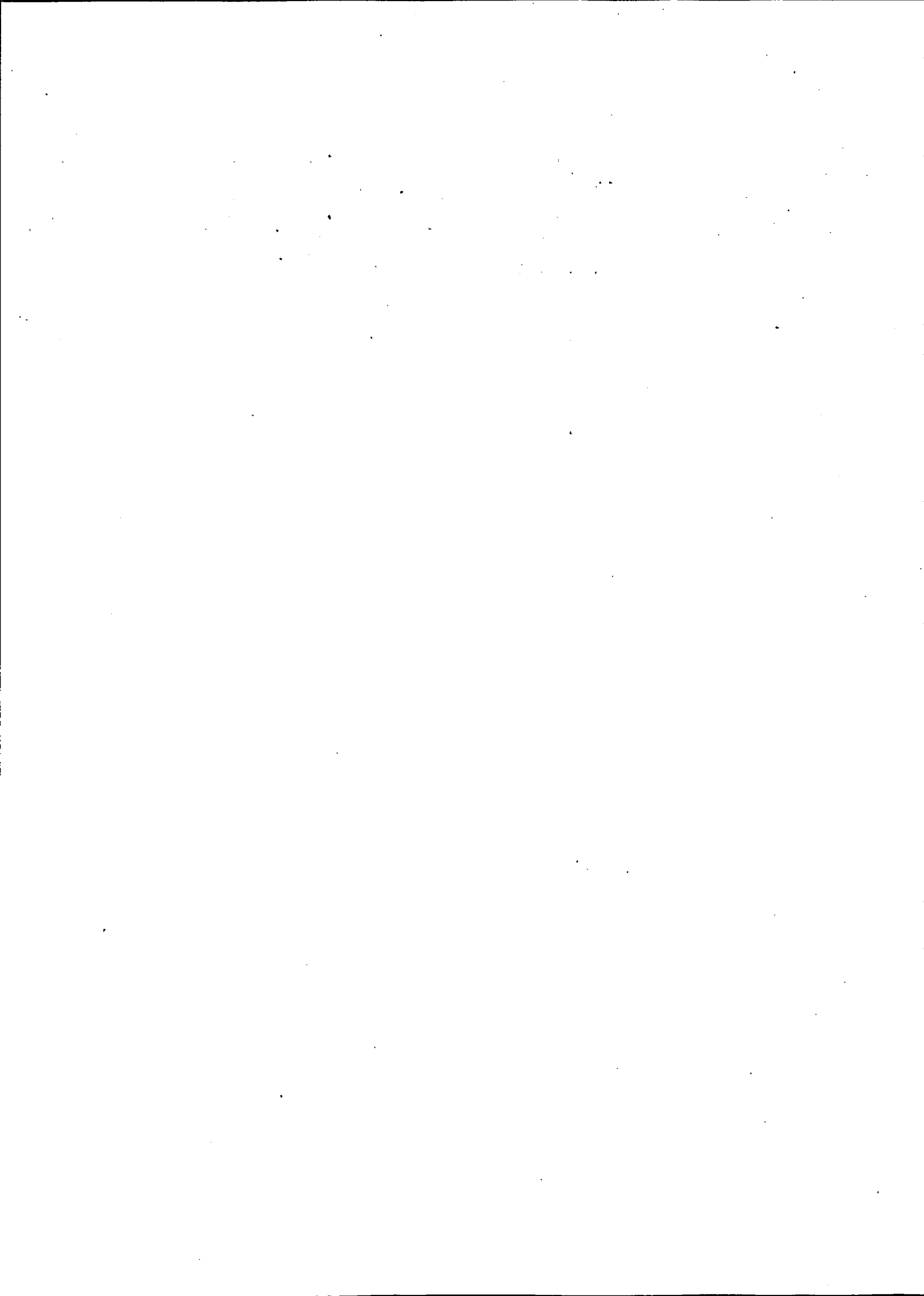
Particulars of the company's arrangements for exercise of the rights of creditors and members

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

Modulr FS Europe Limited has only one shareholder, Modulr Holdings Limited (the "Shareholder"). A special resolution will be passed by the Shareholder to approve the cross-border merger with Modulr Finance BV, pursuant to regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations").
Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as Modulr FS Europe Limited is wholly-owned by the Shareholder.
Regulation 15 (Protection of creditors) of the Regulations does not apply in circumstances where the successor company (for the purposes of the Regulations) is not an Irish company.

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:

6th Floor, 2 Grand Canal Square, Dublin 2, Ireland



Particulars of other merging companies

Name of Company:

Modulr Finance B.V.

The registered office of the company:

165 C Weteringschans, 1017 XD, Amsterdam, The Netherlands

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

A private limited liability company incorporated and governed under the laws of the Netherlands

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

No compensation to shareholders who vote against the proposal to effectuate the Merger is proposed, as the entire shareholding of the Merging Companies is held by the Shareholder. There are no minority members.
Upon the completion of the Merger, the creditors of the Transferor Company shall become the creditors of the Successor Company pursuant to the Irish Regulations. It is not anticipated that the creditors of the Transferor Company will be prejudiced by the Merger.
Creditors may exercise their rights their rights in accordance with Article 2:316 of the Dutch Civil Code.

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:

165 C Weteringschans, 1017 XD, Amsterdam, The Netherlands

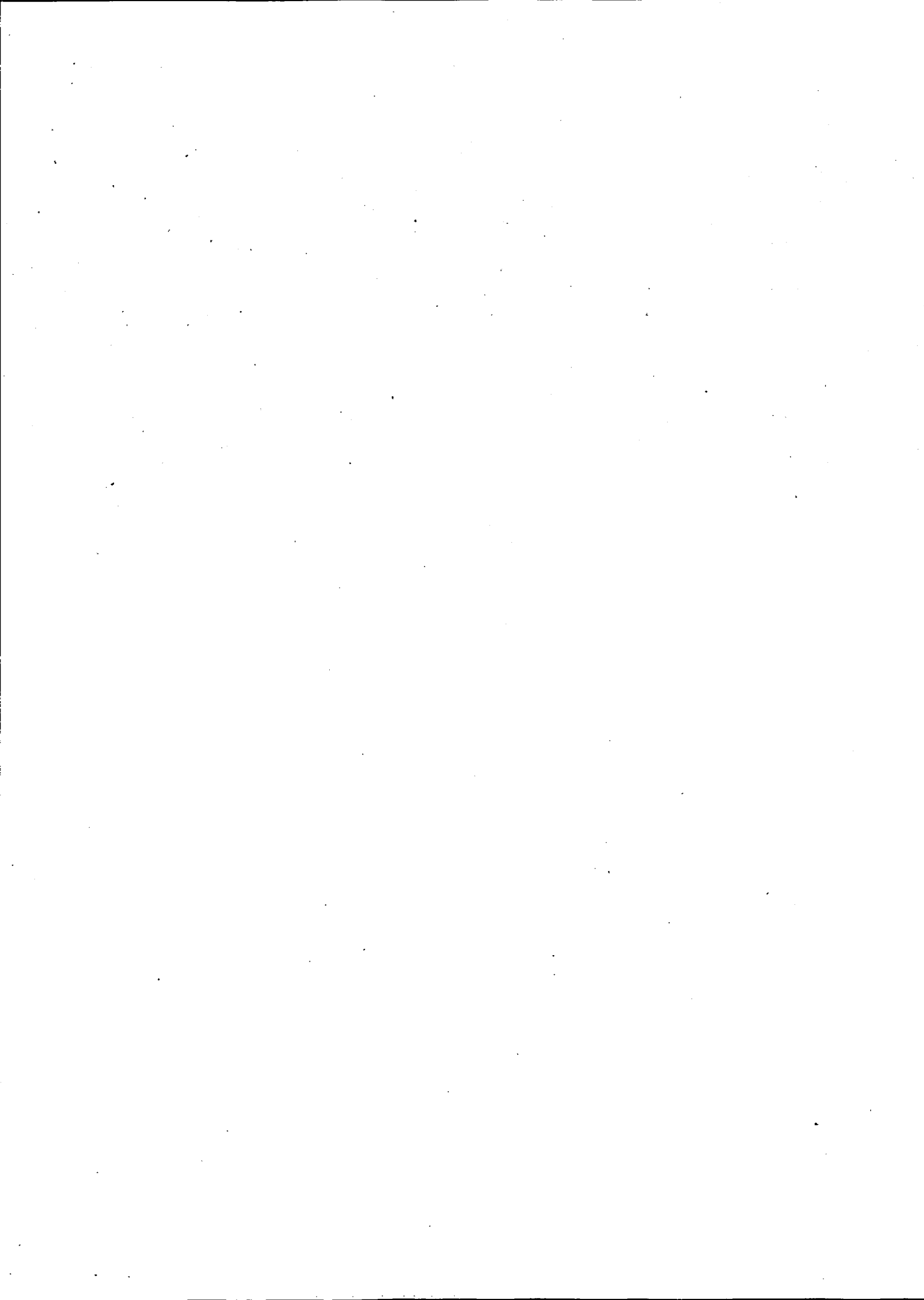
If the Company is an Irish Company, information relating to the Company is kept by the Registrar under registered number:

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 Dutch trade register under number 81852401.



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

