



Gazette

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CROSS BORDER MERGER GAZETTE
8 September 2021

CRO GAZETTE, WEDNESDAY, 8 September 2021

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 1-SEP-21 AND 7-SEP-21							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
241057	LBB Finance (Ireland) Public Limited Company	CBM1	03/09/2021				

**IN THE MATTER OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)
REGULATIONS 2008, AS AMENDED**

LBB FINANCE (IRELAND) PLC

NOTICE OF CROSS-BORDER MERGER

Landesbank Berlin AG (“**LB**”) intends to effect a cross-border merger by absorption (the “**Merger**”) of LBB Finance (Ireland) Plc (“**LBB Finance**”) pursuant to the European Communities (Cross-Border Mergers) Regulations 2008, as amended (the “**Regulations**”). As a result of the Merger, all of the assets and liabilities of LBB Finance will be transferred to LB and LBB Finance shall be dissolved without going into liquidation. LB is a stock corporation incorporated under German law with its statutory seat in Berlin, Germany, registered in the commercial register of the local court of Charlottenburg under HRB 99726 B, with registered business address in Alexanderplatz 2, 10178 Berlin. LBB Finance is a public limited company incorporated under the laws of Ireland with company number 241057 registered at the Irish Companies Registration Office and with its registered office at 20/21 St. Patrick’s Road, Dalkey, Co Dublin, A96 HX00, Ireland.

The rights of the creditors of LB and LBB Finance (the “**Merging Companies**”) involved in the Merger arise from section 122a(2) German Transformation Act in conjunction with section 22 German Transformation Act. According to this, the creditors of the Merging Companies involved in the Merger are to be provided with security if they file their claim in writing, giving the grounds for and amount of such claim, within six months of the day on which the entry of the Merger in the register for the registered office of LB is deemed to have been published pursuant to section 125a(2) in conjunction with section 19(3) German Transformation Act. The creditors only have this right if they credibly demonstrate that the Merger will jeopardise the satisfaction of their claims. This right is to be indicated to the creditors in the publication of the entry of the merger in respect of LB pursuant to section 122a(2) German Transformation Act in conjunction with section 22(1), sentence 3 German Transformation Act. Creditors who are entitled, in the event of insolvency, to preferential satisfaction from state-monitored cover funds created for their protection pursuant to a statutory provision will not have the right to request security. Further detail on the rights of creditors is set out in the completed Form CBM1 which may be obtained upon request from the Irish Registrar of Companies at the CRO Public Office, Bloom House Gloucester Place Lower, Mountjoy, Dublin, D01 C8P4, Ireland, on www.cro.ie or from LBB Finance by contacting LBB Finance’s Company Secretary at its registered office.

Regulation 12 does not apply as LBB Finance is a wholly owned subsidiary of LB and LB does not have any minority shareholders.

LBB FINANCE HEREBY GIVES NOTICE that the common terms of merger for the Merger and a completed Form CBM1 were delivered to the Irish Companies Registration Office on 3 September 2021. A copy of the common terms of merger may be obtained upon request from the Irish Registrar of Companies at the CRO Public Office, Bloom House Gloucester Place Lower, Mountjoy, Dublin, D01 C8P4, Ireland, on www.cro.ie or from LBB Finance by contacting LBB Finance’s Company Secretary at its registered office. Copies of the common terms of merger and the directors' explanatory report relating to the Merger relating to the Merger are available for inspection at LBB Finance’s registered office free of charge between 09.00 am and 5.00 pm (Irish time) on any day other than a Saturday, Sunday or public holiday in 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

2 4 1 0 5 7

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

Company name

in full

LBB Finance (Ireland) Public Limited 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:

20/21 St. Patrick's Road, Dalkey, Dublin, Ireland

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

2 4 1 0 5 7

Legal form and law which governs the company:

a Public Limited Company registered in Ireland and governed by 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*

Clare O'Connor

CLARE O'CONNOR

Date

11/9/2021

Presenter details

note four

Person to whom queries can be addressed

Name

Arthur Cox LLP

Address

10 Earlsfort Terrace, Dublin, D02 T380

Telephone number

(01) 9201000

Fax number

Email

cro@arthurcox.com

Reference number LA287/001

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 effected as a merger by absorption of
LBB Finance (Ireland) Public Limited Company into its sole shareholder
Landesbank Berlin AG (the "Merger")
Rights of Creditors - see continuation sheet
If the merger becomes effective, all rights and obligations of LBB Finance
(Ireland) Public Limited Company will transfer to Landesbank Berlin AG
by operation of law under Regulation 19 of the European Communities
(Cross-Border Mergers) Regulations 2008 as amended.
Regulation 12 (Protection of Minority Shareholders) of the European
Communities (Cross-Border Merger) Regulations 2008, as amended, does
not apply as LBB Finance (Ireland) PLC is a wholly owned subsidiary of
Landesbank Berlin AG.

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:

LBB Finance (Ireland) Public Limited Company
20/21 St. Patrick's Road, Dalkey, Dublin, Ireland

Particulars of other merging companies

Name of Company:

Landesbank Berlin AG

The registered office of the company:

Alexanderplatz 2, 10178, Berlin, Germany.

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

A public limited company (Aktiengesellschaft) organised under the laws of Germany.

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

The Merger will be effected as a merger by absorption of LBB Finance (Ireland) Public Limited Company into its sole shareholder Landesbank Berlin AG. There are no minority shareholders of Landesbank Berlin AG.
Rights of creditors - see continuation sheet
If the Merger becomes effective, all rights and obligations of LBB Finance (Ireland) Public Limited Company will transfer to Landesbank Berlin AG by operation of law under Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008 as amended.

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:

Landesbank Berlin AG
Alexanderplatz 2, 10178, Berlin, Germany.

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:

Landesbank Berlin AG, registered in the commercial register of the local court of Charlottenburg under HRB 99726 B

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

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 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 OR BY E-MAIL info@cro.ie

Clare O'Conor
1/9/2021

Continuation Form of CBM1

Rights of creditors of LBB Finance (Ireland) plc and Landesbank Berlin AG (the "Merging Companies")

The rights of the creditors of the Merging Companies involved in the Merger arise from section 122a(2) German Transformation Act in conjunction with section 22 German Transformation Act. According to this, the creditors of the Merging Companies involved in the Merger are to be provided with security if they file their claim in writing, giving the grounds for and amount of such claim, within six months of the day on which the entry of the Merger in the register for the registered office of Landesbank Berlin AG is deemed to have been published pursuant to section 125a(2) in conjunction with section 19(3) German Transformation Act. The creditors only have this right if they credibly demonstrate that the Merger will jeopardise the satisfaction of their claims. This right is to be indicated to the creditors in the publication of the entry of the merger in respect of Landesbank Berlin AG pursuant to section 122a(2) German Transformation Act in conjunction with section 22(1), sentence 3 German Transformation Act.

Creditors who are entitled, in the event of insolvency, to preferential satisfaction from state-monitored cover funds created for their protection pursuant to a statutory provision will not have the right to request security.

As far as the creditors' claims are concerned, it is irrelevant whether these are based on a contract or the law. However, only creditors who have what is known as a claim arising from contract (*obligatorischer Anspruch*) may request the provision of security. Section 22 German Transformation Act does not cover claims in rem (*dingliche Ansprüche*); in these cases, the object of the right in rem already constitutes security. The content of the claim is of relevance only insofar as the claim must constitute an asset. Therefore, the claim to be secured need not necessarily be directly aimed at money; instead, a need for security also exists, for example, in the case of a claim to the supply of goods or other services, namely with regard to a claim for damages which may subsequently result from such claim.

The claim must be asserted directly against the successor company Landesbank Berlin AG, Alexanderplatz 2, 10178 Berlin by creditors of the successor company or asserted directly against the transferor company LBB Finance (Ireland) plc, 20/21 St. Patrick's Road, Dalkey, Dublin, Ireland for creditors of the transferor company. For this purpose, it is necessary to provide a detailed specification of the underlying claim, so that it is possible to individually identify the claim without any further investigation. It is explicitly pointed out that the provision of security must be requested no later than six months after publication of the entry of the merger in the commercial register of Landesbank Berlin AG as the acquiring company.

Beyond that, the European Communities (Cross-Border Mergers) Regulations 2008 as amended (the "**Irish Regulations**") do not explicitly provide for any rights for creditors of an Irish transferor company in the context of an application under Regulation 13 of the Irish Regulations for a certificate that the Irish transferor company has properly completed the pre-merger requirements under the Irish Regulations.