



Gazette

ISSUE ID: 0000/2021/J/11
CROSS BORDER MERGER GAZETTE
9 June 2021

CRO GAZETTE, WEDNESDAY, 9 June 2021

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 2-JUN-21 AND 8-JUN-21							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
310821	Cadence Design Systems (Ireland) Limited	CBM1	04/06/2021				
620587	Agile Actors Limited	CBM1	03/06/2021				

European Communities (Cross Border Merger) Regulations 2008

(Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 3 June 2021 of a proposed merger between the following companies:

Agile Actors Limited (registered in Ireland company number 620587) and

Agile Actors Endeavours S.A.

Registered with the Hellenic Business Registry under registration number 157498001000

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 Agile Actors Limited, 3rd Floor, Ulysses House, Foley Street, Dublin 1.

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 Agile Actors Limited, 3rd Floor, Ulysses House, Foley Street, Dublin 1.

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



7771453

CRO receipt date stamp & barcode

Company number

6 2 0 5 8 7

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

Company name

in full

Agile Actors 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:

3rd Floor, Ulysses House, Foley Street, Dublin 1

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

6 2 0 5 8 7

Legal form and law which governs the company:

A private company limited by shares governed by Irish law

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*

Livas Dimitrios

Date

19/05/2021

Presenter details

note four

Person to whom queries can be addressed

Name

Reddy Charlton,

Address

12 Fitzwilliam Place, Dublin 2

Telephone number

016619500

Fax number

Email

emcgrath@reddycharlton.ie

Reference number 0060550002

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:

As per the European Communities (Cross-Border Merger) Regulations 2008 as amended (the 'Regulations'), shareholders and creditors of the Company may inspect at the company's registered office, the relevant merger documents including the common draft terms and the directors explanatory report.
Pursuant to Regulation 10 of the Regulations, the shareholders of the company will have the opportunity to consider the common draft terms and approve them by passing a special resolution.
Regulation 12 of the Regulations does not apply as the company has only three shareholders with equal shareholding none of which can be considered minority shareholders for that purpose.
Following the merger all rights of the creditors of the Company will be exercisable in respect of Agile Actors Endeavours S.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:

3rd Floor, Ulysses House, Foley Street, Dublin 1

Particulars of other merging companies

Name of Company:

Agile Actors Endeavours S.A.

The registered office of the company:

62A, Ethnikis Antistaseos Street, Chalandri, Attica, Greece

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

A private company limited by shares incorporated under and subject to the laws of Greece with registration number 157498001000 in the Hellenic Business Registry.

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

All shareholders and creditors shall be permitted to inspect at the registered office the relevant merger documents including the Common Draft Terms
The company has three equal shareholders as such there are no minority members. The shareholders will have the opportunity to consider the common draft terms and approve them in accordance with applicable Greek law
The creditors of the company shall be entitled to enforce their rights pursuant to article 8 of Greek law 3777/2009 and article 13 of Greek law 4601/2019.

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:

62A, Ethnikis Antistaseos Street, Chalandri, Attica, Greece

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:

Agile Actors Endeavours S.A. is registered with the Hellenic Business registry with registration number 157498001000.

Particulars of other merging companies

Name of Company:

NONE

The registered office of the company:

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

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

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:

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:

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

European Communities (Cross Border Merger) Regulations 2008

(Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 4 June 2021 of a proposed merger between the following companies:

Cadence Design Systems (Ireland) Limited (registered in Ireland company number 310821) and

Cadence Design Systems (Taiwan) B.V..

Registered on the trade register of the Dutch Chamber of Commerce under number 17097650.

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 Cadence Design Systems (Ireland) 70 Sir John Rogerson's Quay, 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 Cadence Design Systems (Ireland) Limited, 70 Sir John Rogerson's Quay, 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

3 1 0 8 2 1

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

Company name

in full

Cadence Design Systems (Ireland) 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:

70 Sir John Rogerson's Quay, Dublin 2, Ireland

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

3 1 0 8 2 1

Legal form and law which governs the company:

Private company limited by shares incorporated under the laws of Ireland governed by Parts 1-14 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*

Amanda Elliffe

AMANDA ELLIFFE

Date

2 JUNE 2021

Presenter details

note four

Person to whom queries can be addressed

Name
Address

Matheson
70 Sir John Rogerson's Quay, Dublin 2

Telephone number
Email

01 232 2000	Fax number 01 232 3333
matheson@matheson.com	Reference number KT/KR 669287/1

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:

Pursuant to Regulation 11 of the European Communities (Cross-Border Mergers) Regulations 2008, as amended (the "Regulations"), a special resolution will be passed by the sole shareholder of Cadence Design Systems (Ireland) Limited (the "Company") to approve the merger.
Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company does not have any minority shareholders.
Creditors of the 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:

70 Sir John Rogerson's Quay, Dublin 2, Ireland

Particulars of other merging companies

Name of Company:

Cadence Design Systems (Taiwan) B.V.

The registered office of the company:

Takkebijsters 13 C, 4817 BL, Breda, the Netherlands

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

Private limited liability company under the laws of the Netherlands (besloten vennootschap met beperkte aansprakelijkheid)

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 the creditors of Cadence Design Systems (Taiwan) B.V. will transfer to the Company pursuant to the Regulations and applicable Dutch law. The creditors of Cadence Design Systems (Taiwan) B.V. may exercise their rights under applicable Dutch law.
Cadence Design Systems (Taiwan) B.V. will only have one shareholder, the Company. There will be no minority shareholders who might vote against 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:

Takkebijsters 13 C, 4817 BL, Breda, 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:

Cadence Design Systems (Taiwan) B.V. is registered on the trade register of the Dutch Chamber of Commerce under number
17097650

NOTES ON COMPLETION OF FORM CBM1

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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.

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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.

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