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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002015/J/49
CROSS BORDER MERGER GAZETTE

9th December 2015

CRO GAZETTE, WEDNESDAY, 9th December 2015

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 02-DEC-15 AND 08-DEC-15							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
132781	Citibank Europe Public Limited Company	CBM1 Court Order	02/12/2015				
168766	Apollon Limited	CBM1	01/12/2015				

European Communities (Cross Border Merger) Regulations 2008

Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 2 December 2015, concerning the proposed merger between the following companies:

Citibank Europe Public Limited Company Limited (registered in Ireland No. 132781) and

Citibank International Limited, registered with the Register of Companies England and Wales under number 01088249.

A copy of the court order is attached.

Registrar of Companies



6154261

THE HIGH COURT

COMMERCIAL

2015 No. 354 COS

(2015 No. 108 COM)

TUESDAY THE 17TH DAY OF NOVEMBER 2015

BEFORE MR JUSTICE MCGOVERN

IN THE MATTER OF CITIBANK EUROPE PUBLIC LIMITED

COMPANY

AND IN THE MATTER OF CITIBANK INTERNATIONAL LIMITED

AND IN THE MATTER OF THE EUROPEAN COMMUNITIES (CROSS-

BORDER MERGERS) REGULATIONS 2008

Upon Motion of Counsel for Citibank Europe Public Limited Company (**CEP**) and Citibank International Limited (**CIL**), the Applicants herein, pursuant to Originating Notice of Motion dated the 1st day of October 2015

And upon reading the said Originating Notice of Motion, the Affidavits of Aidan Brady filed on the 1st day of October 2015 and the 11th day of November 2015 and the documents and exhibits referred to in the said Affidavits including the certificate from the competent authority in the United Kingdom confirming that CIL has completed the pre-merger requirements under the Companies (Cross-Border Mergers) Regulations 2007, as amended and supplemented, which implements, in the United Kingdom, Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on Cross-Border Mergers of Limited Liability Companies and the Affidavit of Berni Hosty and the exhibit thereto confirming the Applicants' compliance with the directions of this Court to advertise the hearing of the Originating Notice of Motion herein once each in the Irish Times and the Financial Times at least 7 days prior to the hearing of this Motion and the Certificate of Berni Hosty dated the 17th day of November 2015

C. R. O.

- 2 DEC 2015

22

THE HIGH COURT

And upon reading the Certificate of this Honourable Court dated the 12th day of October 2015 certifying that CEP has completed properly the pre-merger acts and formalities in respect of the proposed merger with CIL for the purposes of the European Communities (Cross-Border Mergers) Regulations 2008, as amended and supplemented, which implements, in Ireland, Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on Cross-Border Mergers of Limited Liability Companies (the **Irish Regulations**)

And upon hearing said Counsel

THE COURT DOTH ORDER that pursuant to Regulation 14 of the Irish Merger Regulations, and following scrutiny of the legality of the Draft Terms of Cross Border Merger (the **Merger**), as regards that part of the procedure which concerns the completion of the Merger, CEP and CIL may merge upon the terms of the Merger

AND THE COURT DOTH ORDER that pursuant to Regulation 14 of Irish Regulations, the Merger shall take effect at 00.01 on 1 January 2016

AND THE COURT DOTH ORDER that CEP shall be the "Successor Company" as defined in the Irish Merger Regulations

AND THE COURT DOTH ORDER that pursuant to the Merger all of the assets and liabilities of CIL are transferred to CEP, as Successor Company, whereupon CIL shall be automatically dissolved without going into liquidation

And the Court doth give liberty to apply

**NIAMH DERMODY
REGISTRAR
17 NOVEMBER 2015**

A&L Goodbody,
Solicitors for the Applicants

A COPY WHICH I ATTEST
N. Dermody
FOR REGISTRAR

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 1 December 2015 of a proposed merger between the following companies:

Apollon Limited (registered in Ireland Company number 168766) and

Magicorp Limited

Registered with the Department of Registrar of Companies, Republic of Cyprus, under number 189396

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 10.00am and 5.00 pm at the registered office of Apollon Limited, 22 Northumberland Road Ballsbridge Dublin 4 , Ireland

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 5.00 pm at the registered office of Apollon Limited, 22 Northumberland Road, Ballsbridge, Dublin 4.

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

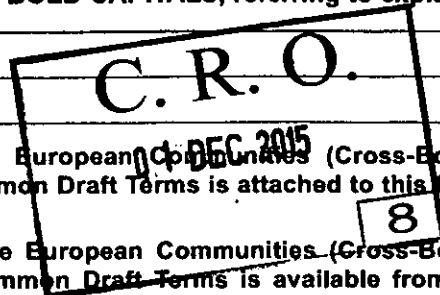
1 6 8 7 6 6

CRO receipt date stamp & barcode

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

Company name
in full

APOLLON 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:

22 NORTHUMBERLAND ROAD, BALLSBRIDGE, DUBLIN 4

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

1 6 8 7 6 6

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES 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*

Richard Davis

RICHARD DAVIS

Date

27-11-15

Presenter details
note four

Person to whom queries can be addressed

Name

LEWIS & CO

Address

8 PRIORY HALL
STILLOGAN CO DUBLIN

Telephone number

01 2110000

Fax number

Email

INFO@LEWISCO.IE

Reference number

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:

ON COMPLETION OF THE MERGER ALL RIGHTS AND OBLIGATIONS OF
THE CREDITORS OF THE MERGING COMPANIES WILL TRANSFER
TO APOLLON LIMITED.
REGULATION 12 (PROTECTION OF MINORITY SHAREHOLDERS) DOES
NOT APPLY AS THERE ARE NO MINORITY SHAREHOLDERS.
REGULATION 10 DOES NOT APPLY AS THE COMPANY IS A
TRANSFEROR COMPANY IN A MERGER BY ABSORPTION AND
IS THUS EXEMPT FROM THE REQUIREMENT TO OBTAIN
SHAREHOLDER APPROVAL OF THE COMMON TERMS
UNDER REGULATION 11(1)(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:

APOLLON LIMITED
22 NORTHUMBERLAND ROAD
DUBLIN 4

Particulars of other merging companies

Name of Company:

MAGICORP LTD

The registered office of the company:

ARCH MAKARIOU III, IDEALBUILDING
2ND FLOOR OFFICE
PC 3030 LIMASSOL, CYPRUS

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

PRIVATE COMPANY LIMITED BY SHARES
GOVERNED BY THE LAWS OF CYPRUS

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 THE
COMPANY WILL TRANSFER TO APOLLON LIMITED ON
COMPLETION OF 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:

MAGICORP LIMITED
ARCH MAKARIOU III, IDEALBUILDING
2ND FLOOR OFFICE, PC3030, LIMASSOL, CYPRUS

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:

DEPARTMENT OF REGISTRAR OF COMPANIES, REPUBLIC OF
CYPRUS
REGISTRATION NUMBER: 189396

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:
