

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

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CROSS BORDER MERGER GAZETTE

15 June 2012

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 11 June 2012 of a proposed merger between the following companies:

Angelo Costa International Limited (registered in Ireland Company number 324236.) and

Western Union Retail Services Italy S. r.l. Registered with the Rome Register of Companies, under registration number 07494470581

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 between the hours of 10.00am and 5.00 pm at the registered office of Angelo Costa International Limited, Unit 9 Richview Business Park, Clonskeagh, Dublin 14, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Angelo Costa International Limited, Unit 9 Richview Business Park, Clonskeagh, Dublin 14, 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
 S249A Companies Act 1990 (inserted by s107 Company Law Enforcement Act 2001)
 Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002



COMPANIES REGISTRATION OFFICE



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date stamp
 Companies Acts 1963 to 2006

Company number

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CBM1

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

Company name
in full

Angelo Costa International	Limited
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Type of merger
note one

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.

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:

Unit 9 Richview Business Park, Clonskeagh
Dublin 14, Ireland

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

3	2	4	2	3	6
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Legal form and law which governs the company:

Private company limited by shares
Companies Act 1963 - 2009



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*
 Maria O'Connell

Date
 11 June 2012

Presenter details
note four

Name	Matheson Ormsby Prentice		
Address	70 Sir John Rogerson's Quay		
	Dublin 2		
DX number	2	DX exchange	Dublin
Telephone number	+353 1 232 2000	Fax number	+353 1 232 3333
E-mail	kieran.trant@mop.ie	Reference number	657364.29

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

Regulation 12 of the European Communities (Cross-Border Merger) Regulations 2008 (the "Regulations")
does not apply as the Company is a wholly owned subsidiary of Western Union Retail Services Italy S.r.l.
There are no minority shareholders in the Company.
Creditors of the Company will become creditors of Western Union Retail Services Italy S.r.l.. from the date the merger takes effect.
The rights and obligations of the Company will transfer to Western Union Retail Services Italy S.r.l. pursuant to the Regulations, Decreto Legislativo Statute No. 108/2008 and the Italian Civil Code relating to cross-border mergers (the "Italian Laws").

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:

Western Union Retail Services Italy S.r.l.
Registered Office: Via Virgilio Maroso 50, 00142 Rome, Italy

Particulars of other merging companies

Name of Company:

Western Union Retail Services Italy S.r.l.

The registered office of the company:

Via Virgilio Maroso 50, 00142 Rome, Italy

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

A limited liability company incorporated under the laws of the Italian Civil Code

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

Western Union Retail Services Italy S.r.l. has two shareholders, Western Union Luxembourg Holdings 3 S.a.r.l. and Western Union Italy Holdings S.r.l. A special resolution of the shareholders will be passed on or around 11 July 2012 to approve the cross-border merger pursuant to the Italian Laws.
The shareholders and creditors of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the Common Draft Terms, in accordance with the Regulations and the Italian Laws.
The rights and obligations of the Company will transfer to Western Union Retail Services Italy S.r.l. pursuant to the Regulations and the Italian Laws.

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:

Western Union Retail Services Italy S.r.l.
Via Virgilio Maroso 50, 00142 Rome, Italy

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:

Rome Register of Companies, registration number 07494470581

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 Acts 1963-2006 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 14 Parnell Square, Dublin 1. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, O'Brien Road, Carlow, County Carlow

Payment

If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts 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 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). 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 THE COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY EMAIL at info@cro.ie