

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTÁI



# **Gazette**

**ISSUE ID:0002013/H/28**  
**CROSS BORDER MERGER GAZETTE**  
**10th July 2013**

## **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 4 July 2013 of a proposed merger between the following companies:

Monte Paschi Ireland Limited (registered in Ireland Company number 295318.) and

Banca Monte dei Paschi di Siena S.p.A. Kept in the Companies Register of Siena, Italy under register number 00884060526.

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](http://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 Monte Paschi Ireland Limited, 2 Grand Canal Square, Grand Canal Harbour, Dublin 2.

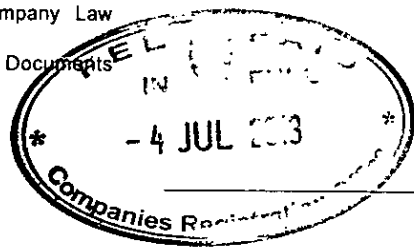
The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Monte Paschi Ireland Limited, 2 Grand Canal Square, Grand Canal Harbour, Dublin 2.

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



5624631



CRO receipt date stamp

Companies Acts 1963 to 2012

**CBM1**

Company number

2 9 5 3 1 8

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

**Company name**  
*in full*

Monte Paschi Ireland Limited (the "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.

**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:

2 Grand Canal Square, Grand Canal Harbour, Dublin 2

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

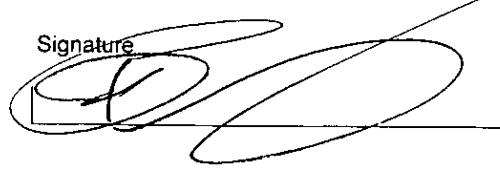
2 9 5 3 1 8

Legal form and law which governs the company:

Private limited liability company incorporated under the Irish Companies Acts 1963 - 2012

**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*  
DUNCAN ROUSE

Date 26 JUNE 2013

**Presenter details**  
*note four*

Name

Address

DX number

Telephone number

Email

KPMG Legal Services	
1 Stokes Place, St. Stephens Green, Dublin 2	
	DX exchange
0035314101000	Fax number 0035314121122
webmaster@kpmg.ie	Reference number 6087190001/mot/sc

**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:

Minority Members: Banca Monte dei Paschi di Siena S.p.A. (the "Italian Parent") is and will at the time at which the merger becomes effective be the sole shareholder of the Company.
Accordingly, there are no minority members in the Company. In addition, as the merger will be effected by way of merger by absorption, the Company is relying on the exemption from the requirement to hold a general meeting of its shareholders to approve the merger pursuant to Regulation 11(1)(a) of the European Communities (Cross-Border Mergers) Regulations 2008 as amended by the European Communities (Mergers and Divisions of Companies)(Amendment) Regulations 2011 (together the "Irish Regulations"), which implement Directive No. 2005/56/EC (the "Directive") in Ireland.
Creditors: If the merger becomes effective, all rights, obligations, assets and liabilities and the creditors of the Company will transfer to the Italian Parent by operation of law under Regulation 19 of the Irish Regulations and the Directive. All creditors of the Italian Parent will be entitled to exercise their rights and avail of protections under Italian law and in particular to use the opposition procedure pursuant to Article 2503 of the Italian Civil Code (the "Code") and Article 57 of the Legislative Decree of 1 September 1993 No. 385. Creditors of the Company will be notified in writing about the merger and its effect on them.

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:

2 Grand Canal Square, Grand Canal Harbour, Dublin 2

**Particulars of other merging companies**

Name of Company:

Banca Monte dei Paschi di Siena S.p.A.

The registered office of the company:

Piazza Salimbeni 3
53100 Siena
Italy

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

Public limited liability company governed by the laws of Italy

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

Minority Members: The merger will be a merger by absorption of the Company into the Italian Parent. The Italian Parent will convene a meeting of the board of directors to consider and approve the proposed merger in front of an Italian public notary pursuant to Article 2365 (paragraph 2) and Article 2505 (paragraph 2) of the Code and Article 17 (paragraph 1) of the Italian Parent's by-laws. Minority shareholders representing at least 5% of the entire share capital of the Italian Parent may, within 8 days of the filing of the common draft terms with the Registrar of Companies of Siena, request that the decision to approve the merger be taken by way of a resolution of shareholders of the Italian Parent at a shareholders meeting further to Article 2505 (paragraph 3) of the Code.
Creditors: If the merger becomes effective, all rights, obligations, assets and liabilities and the creditors of the Company will transfer to the Italian parent by operation of law under Regulation 19 of the Irish Regulations and the Directive as implemented into Italian law by Legislative Decree No. 108 of 30 May 2008. All creditors of the Italian Parent will be entitled to exercise their rights and avail of protections under Italian law and in particular to use the opposition procedure pursuant to Article 2503 of the Code and Article 57 of the Legislative Decree No. 385 of 1 September 1993. Creditors of the Company will be notified in writing about the merger and its effect on them.

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:

Piazza Salimbeni 3
53100 Siena
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:

Kept in the Companies Register of Siena, Italy under register number 00884060526

**Particulars of other merging companies**

Name of Company:

None.

The registered office of the company:

Not applicable.

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

Not applicable.

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

Not applicable.

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:

Not applicable.

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:

Not applicable.

## 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](http://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. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**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 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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)