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COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 0002016/J/6**  
**CROSS BORDER MERGER GAZETTE**

**9th March 2016**

## **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 2 March 2016 of a proposed merger between the following companies:

Juniper Networks Ireland Designated Activity Company (registered in Ireland Company number 322592) and

Juniper Networks International B.V.

Registered with the Trade Register of the Dutch Chamber of Commerce under number 55416810

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 on business days between the hours of 10.00am and 5.00 pm at the registered office of Juniper Networks Ireland Designated Company, 25/28 North Wall Quay, Dublin 1, 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 Juniper Networks Ireland Designated Activity Company, 25/28 North Wall Quay, Dublin 1

Registrar of Companies

## **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 3 March 2016 of a proposed merger between the following companies:

Emro Finance Ireland Limited (registered in Ireland Company number 308351) and

Banca Popolare Dell'Emilia Romagna, Società Cooperativa  
Registered with the Trade Register of Modena, Italy, under number 01153230360

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 on business days between the hours of 10.00am and 5.00 pm at the registered office of Emro Finance Ireland Limited, 2 Grand Canal Square, Grand Canal Harbour, Dublin 2

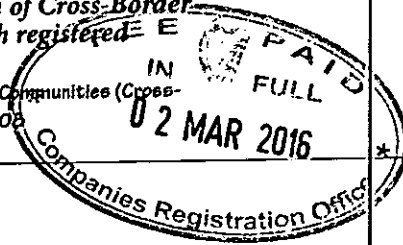
The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 5.00 pm at the registered office of Emro Finance Ireland Limited, 2 Grand Canal Square Grand Canal Harbour, Dublin 2

Registrar of Companies

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 02-MAR-16 AND 8-MAR-16							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
322592	Juniper Networks Ireland Designated Activity Company	CBM1	2/3/2016				
308351	Emro Finance Ireland Limited	CBM1	3/3/2016				

*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 2 2 5 9 2

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

**Company name**  
in full

Juniper Networks Ireland Designated Activity 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:

25/28 North Wall Quay, Dublin 1, Ireland

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

3 2 2 5 9 2

Legal form and law which governs the company:

Designated activity company limited by shares, incorporated under 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

JOHANNES AIBERS

Date 29/02/2016

**Presenter details**  
note four

Person to whom queries can be addressed

Mason Hayes & Curran

Name  
Address

Telephone number  
Email

01 614 5807

Fax number 01 614 5001

dmangan@mhc.ie

Reference number DMA/LB

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:

All assets and liabilities of Juniper Networks Ireland Designated Activity Company (the "Disappearing Company") become assets and liabilities of Juniper Networks International B.V. (the "Acquiring Company").
Upon completion of the merger the legal relationships of the Disappearing Company are considered to be legal relationships of the Acquiring Company.
The Acquiring Company and Disappearing Company do not intend that due to the merger any existing agreements and legal relationships of the Disappearing Company or the Acquiring Company will be terminated by third parties.
Each creditor of the Acquiring Company or the Disappearing Company may oppose the merger proposal by petition to the Dutch Court, specifying the requested security up to one month after the day of the announcement referred to in section 2:314 paragraph 3 of the Dutch Civil Code.

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:

25/28 North Wall Quay, Dublin 1, Ireland

Particulars of other merging companies

Name of Company:

Juniper Networks International B.V.

The registered office of the company:

Boeingavenue 240, 1119 PZ Schiphol-Rijk, the Netherlands

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

A private company with limited liability, incorporated under the laws of the Netherlands.

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

All assets and liabilities of Juniper Networks Ireland Designated Activity Company (the "Disappearing Company") become assets and liabilities of Juniper Networks International B.V. (the "Acquiring Company").

Upon completion of the merger the legal relationships of the Disappearing Company are considered to be legal relationships of the Acquiring Company.

The Acquiring Company and Disappearing Company do not intend that due to the merger any existing agreements and legal relationships of the Disappearing Company or the Acquiring Company will be terminated by third parties.

Each creditor of the Acquiring Company or the Disappearing Company may oppose the merger proposal by petition to the Dutch Court, specifying the requested security up to one month after the day of the announcement referred to in section 2:314 paragraph 3 of the Dutch Civil Code.

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:

Boeingavenue 240, 1119 PZ Schiphol-Rijk, 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:

Registered with the Trade Register of the Dutch Chamber of Commerce under number 55416810

**Particulars of other merging companies**

Name of Company:


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.cro.ie](http://www.cro.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:

Mergers 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 bank drafts must be drawn on a bank in the Republic of Ireland.

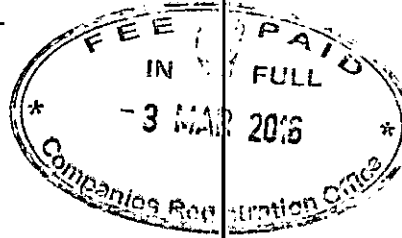
Please *carefully* study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 898 Companies Act 2014. Unless the document, duly corrected, is 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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)



**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



**5718344**

CRO receipt date stamp & barcode

Company number

3 0 8 3 5 1

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

**Company name**

*in full*

**EMRO FINANCE 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.

[www.emrofinance.ie](http://www.emrofinance.ie)

**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:

3 0 8 3 5 1

Legal form and law which governs the company:

**Private limited liability company incorporated under the laws of Ireland and subject to 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

*Robert H Burke*

Name *in block letters or typescript*

**ROBERT BURKE**

Date

**07-03-2016**

**Presenter details**

*note four*

Person to whom queries can be addressed

Name

**KPMG Legal Services**

Address

**1 Stokes Place**

**St. Stephen's Green, Dublin 2**

Telephone number

**01 410 1268**

Fax number

Email

Reference number **mpot.2**

**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:

Creditors: If the merger becomes effective, all rights, obligations, assets and liabilities and the creditors of the Company will transfer to the Italian Parent, Banca Popolare Dell'Emilia Romagna, Società Cooperativa, 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 the Italian Civil Code. All creditors of the Company will be notified in writing about the merger and its effect on them.
Minority members: The Company has only one member, the Italian Parent, which has approved the merger. The merger has no direct implications for the members of the Italian Parent, which is listed on the MTA- - Italian Equities Market of Borsa Italiana.

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 Popolare Dell'Emilia Romagna, Società Cooperativa,

The registered office of the company:

via San Carlo 8/20, Modena, Italy

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

A cooperative bank incorporated under Italian law, with variable capital,

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

Creditors: All creditors of the Italian Parent will be entitled to exercise their rights and avail of protections under Italian law, in particular to use the opposition procedure pursuant to Article 2503 of the Italian Civil Code and Article 57 of the Legislative Decree No.385 of 1 September 1993.
Minority members: The merger has no direct implications for the members and will not result in any grounds to exercise their right of withdrawal under Italian law, as the current articles of association of the Italian Parent will not change as a result 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:

via San Carlo 8/20, Modena, 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:

Trade Register of Modena, Italy under tax code and VAT number
01153230360

**Particulars of other merging companies**

Name of Company:

N/A

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:


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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.

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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.

**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.**

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