



Gazette

ISSUE ID: 0000/2026/J/1
CROSS BORDER MOBILITY GAZETTE
14 January 2026

CRO GAZETTE, WEDNESDAY, 14 January 2026

CROSS BORDER MOBILITY SUBMISSIONS RECEIVED BETWEEN 07-JAN-26 AND 13-JAN-26							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
805193	Insomnia Coffee Limited	High Court Order	02/01/2026				
805210	Clojoh Limited	High Court Order	02/01/2026				
805543	Harkel Limited	High Court Order	02/01/2026				
805416	USAA EU Designated Activity Company	High Court Order	13/01/2026				

Notice is hereby given that in accordance with Regulation 21(2) of the European Union (Cross-Border Conversions, Mergers and Divisions) Regulations 2023, which gives effect to Directive (EU) 2017/1131 and Directive (EU) 2019/2121, and for the purposes of giving further effect to Article 8 of Directive 2008/104/EC, a court order WITH AN EFFECTIVE DATE OF 1st January 2026, perfected on 31st December 2025 was received by the Registrar of Companies on 2nd January 2026 of a conversion between the following companies:

INSOMNIA COFFEE LIMITED (a Maltese private company with limited liability) and

INSOMNIA COFFEE LIMITED (a private company limited by shares under the law of Ireland)



AN ARD-CHÚIRT
THE HIGH COURT

COMMERCIAL
2025 No 422 COS
(2025 No 105 COM)

MONDAY THE 15th DAY OF DECEMBER 2025

BEFORE MR JUSTICE MARK SANFEY

IN THE MATTER OF INSOMNIA COFFEE LIMITED

Applicant

**AND IN THE MATTER OF AN APPLICATION PURSUANT TO REGULATION
2023 OF THE EUROPEAN UNION (CROSS-BORDER) CONVERSIONS,
MERGERS AND DIVISIONS (REGULATION SI NO. 233/2023)**

Upon Motion of Counsel for the Applicant Insomnia Coffee Limited (the “Company”), (a company incorporated under the laws of Malta) pursuant to Notice of Motion filed on 4 December 2025 (seeking *inter alia* entry into the Commercial List, the “entry motion”) and Originating Notice of Motion issued on 4 December 2025 seeking an Order pursuant to Regulation 20(1)(a) of the European Union (Cross-Border Conversions Mergers and Divisions Regulations 2023)(the “2023 Regulations”) approving the cross-border conversion of the Company pursuant to Draft Terms of Cross-Border Conversion drawn up by the Board of Directors of the Company on 12 December 2024 (the “Draft Terms of Conversion”)

And upon reading the said entry motion filed on 4 December 2025, the Originating Notice of Motion issued on 4 December 2025, the Certificate of Aonghus McClafferty

Solicitor in Eversheds Sutherland (Ireland) LLP filed on 4 December 2025 containing the two undertakings required by High Court Practice Direction 122 and the Affidavit of Barry Peter Kehoe filed 4 December 2025 and the documents and exhibits therein referred to including a copy of the Pre-Conversion Certificate issued in Malta on 29 September 2025, the Draft Terms of Conversion, the notice to the Company's Shareholders and to the Company's creditors of the proposed Draft Terms of Conversion, the copy of "*The Times of Malta*" Newspaper publication giving notice relating to the cross-border conversion of the Company, the Company shareholders resolution approving the cross-border conversion, the Draft Terms of Conversion and the new proposed Constitution of the Company (the "Resolutions") and the copy of "*The Times of Malta*" publication of notice of receipt by the Registrar of Companies in Malta of the Resolutions and the consent letter from Allied Irish Banks, p.l.c. (the "Bank") confirming its consent to the application of the Company to register particulars of the charges granted in favour of the Bank by the Company with the Companies Registration Office and noting that the Bank acknowledges that the charges will be registered with the original creation date, however the registration date of the charges will be the actual date of registration with the Companies Registration Office

And on hearing Counsel for the Company in relation to the application for entry into the Commercial List

And the Court being satisfied that these are commercial proceedings within the meaning of Order 63A rule 1(b) of the Rules of the Superior Courts

IT IS ORDERED that the within proceedings be entered into the Commercial List for hearing and that all future applications and Motions be heard in said List

And the Court proceeding to hear the substantive application herein pursuant to Originating Notice of Motion issued on the 4th day of December 2025

THE COURT DOTH CERTIFY that

- The requirements of Regulations 20 (2) and (3) of the 2023 Regulations have been met
- The creditors and others have been notified by newspaper advertisements on 3 June 2025 and 17 July 2025 in “*The Times of Malta*” with regard to the conversion process
- No creditor has submitted any comments, has contested the registration of the Draft Terms of Conversion or otherwise applied for further safeguards (whether within the time limits prescribed by the Maltese Regulations or at all)
- No further advertisement or notification of the approval of the conversion is warranted

And accordingly pursuant to Regulation 20(1)(a) of the 2023 Regulations the Court doth approve of the cross-border conversion of the Company pursuant to the Draft Terms of Conversion hereinbefore referred to and accordingly DOTH SO ORDER

And IT IS FURTHER ORDERED pursuant to Regulation 20(5) of the 2023 Regulations that the date and time on which the Conversion is to have effect be set at 12.00 midday (G.M.T.) on the 1st day of January 2026

And IT IS FURTHER ORDERED pursuant to section 417 of the Companies Act 2014 that the Company is granted an extension of time to register the charge dated 2 November 2022 granted in favour of Allied Irish Banks p.l.c. by close of business on Friday the 9th day of January 2026

And IT IS FURTHER ORDERED that Eversheds Sutherland (Ireland) LLP Solicitors deliver a certified copy of the Court’s Order under Regulation 20(1)(a) to the Registrar of Companies

And the Court doth make no Order as to costs

EVERSHEDS SUTHERLAND (IRELAND) LLP
 We hereby certify that the within is a true copy
 of the original with which it has been compared.

Dated this 2 day of JANUARY 2026

EVERSHEDS SUTHERLAND (IRELAND) LLP
 Of Eversheds Sutherland (Ireland) LLP
 Earlsfort Terrace, Dublin 2
 Solicitors for the Company

REBECCA MOYNIHAN
REGISTRAR
Perfected: 31 December 2025

Notice is hereby given that in accordance with Regulation 21(2) of the European Union (Cross-Border Conversions, Mergers and Divisions) Regulations 2023, which gives effect to Directive (EU) 2017/1131 and Directive (EU) 2019/2121, and for the purposes of giving further effect to Article 8 of Directive 2008/104/EC, a court order WITH AN EFFECTIVE DATE OF 1st January 2026, perfected on 31st December 2025 was received by the Registrar of Companies on 2nd January 2026 of a conversion between the following companies:

CLOJOH LIMITED (a Maltese private company with limited liability) and

CLOJOH LIMITED (a private company limited by shares under the law of Ireland)



AN ARD-CHÚIRT
THE HIGH COURT

COMMERCIAL
2025 No 423 COS
(2025 No 106 COM)

MONDAY THE 15th DAY OF DECEMBER 2025

BEFORE MR JUSTICE MARK SANFEY

IN THE MATTER OF CLOJOH LIMITED

Applicant

**AND IN THE MATTER OF AN APPLICATION PURSUANT TO REGULATION 20
OF THE EUROPEAN UNION (CROSS-BORDER) CONVERSIONS, MERGERS
AND DIVISIONS (REGULATION SI NO. 233/2023)**

Upon Motion of Counsel for the Applicant Clojoh Limited (the “Company”), (a company incorporated under the laws of Malta) pursuant to Notice of Motion filed on 4 December 2025 (seeking *inter alia* entry into the Commercial List, the “entry motion”) and Originating Notice of Motion issued on 4 December 2025 seeking an Order pursuant to Regulation 20(1)(a) of the European Union (Cross-Border Conversions Mergers and Divisions Regulations 2023)(the “2023 Regulations”) approving the cross-border conversion of the Company pursuant to Draft Terms of Cross-Border Conversion drawn up by the Board of Directors of the Company on 12 December 2024 (the “Draft Terms of Conversion”)

And upon reading the said entry motion filed on 4 December 2025, the Originating Notice of Motion issued on 4 December 2025, the Certificate of Aonghus McClafferty Solicitor in Eversheds Sutherland (Ireland) LLP filed on 4 December 2025 containing the two

undertakings required by High Court Practice Direction 122 and the Affidavit of John Clohisey filed 4 December 2025 and the documents and exhibits therein referred to including a copy of the Pre-Conversion Certificate issued in Malta on 29 September 2025, the Draft Terms of Conversion, the notice to the Company's Shareholders and to the Company's creditors of the proposed Draft Terms of Conversion, the copy of "*The Times of Malta*" Newspaper publication giving notice relating to the cross-border conversion of the Company, the Company shareholders resolution approving the cross-border conversion, the Draft Terms of Conversion and the new proposed Constitution of the Company (the "Resolutions") and the copy of "*The Times of Malta*" publication of notice of receipt by the Registrar of Companies in Malta of the Resolutions

And on hearing Counsel for the Company in relation to the application for entry into the Commercial List

And the Court being satisfied that these are commercial proceedings within the meaning of Order 63A rule 1(b) of the Rules of the Superior Courts

IT IS ORDERED that the within proceedings be entered into the Commercial List for hearing and that all future applications and Motions be heard in said List

And the Court proceeding to hear the substantive application herein pursuant to Originating Notice of Motion issued on the 4th day of December 2025

THE COURT DOTH CERTIFY that

- The requirements of Regulations 20 (2) and (3) of the 2023 Regulations have been met
- The creditors and others have been notified by newspaper advertisements on 3 June 2025 and 17 July 2025 in "*The Times of Malta*" with regard to the conversion process
- No creditor has submitted any comments, has contested the registration of the Draft Terms of Conversion or otherwise applied for further safeguards (whether within the time limits prescribed by the Maltese Regulations or at all)

- No further advertisement or notification of the approval of the conversion is warranted

And accordingly pursuant to Regulation 20(1)(a) of the 2023 Regulations the Court doth approve of the cross-border conversion of the Company pursuant to the Draft Terms of Conversion hereinbefore referred to and accordingly DOTH SO ORDER

And IT IS FURTHER ORDERED pursuant to Regulation 20(5) of the 2023 Regulations that the date and time on which the Conversion is to have effect be set at 12.00 midday (G.M.T.) on the 1st day of January 2026

And IT IS FURTHER ORDERED that Eversheds Sutherland (Ireland) LLP Solicitors deliver a certified copy of the Court's Order under Regulation 20(1)(a) to the Registrar of Companies

And the Court doth make no Order as to costs
EVERSHEDS SUTHERLAND (IRELAND) LLP
We hereby certify that the within is a true copy
of the original with which it has been compared.

Dated this 2 day of JANUARY 2026

EVERSHEDS SUTHERLAND (IRELAND) LLP

One Earlsfort Centre
Earlsfort Terrace, Dublin 2

Eversheds Sutherland (Ireland) LLP
Solicitors for the Company

REBECCA MOYNIHAN
REGISTRAR

Perfected: 31 December 2025

Notice is hereby given that in accordance with Regulation 21(2) of the European Union (Cross-Border Conversions, Mergers and Divisions) Regulations 2023, which gives effect to Directive (EU) 2017/1131 and Directive (EU) 2019/2121, and for the purposes of giving further effect to Article 8 of Directive 2008/104/EC, a court order WITH AN EFFECTIVE DATE OF 1st January 2026, perfected on 31st December 2025 was received by the Registrar of Companies on 2nd January 2026 of a conversion between the following companies:

HARKEL LIMITED (a Maltese private company with limited liability) and

HARKEL LIMITED (a private company limited by shares under the law of Ireland)



AN ARD-CHÚIRT
THE HIGH COURT

**COMMERCIAL
2025 No 421 COS
(2025 No 107 COM)**

**MONDAY THE 15th DAY OF DECEMBER 2025
BEFORE MR JUSTICE MARK SANFEY**

IN THE MATTER OF HARKEL LIMITED

Applicant

**AND IN THE MATTER OF AN APPLICATION PURSUANT TO REGULATION 20
OF THE EUROPEAN UNION (CROSS-BORDER) CONVERSIONS, MERGERS
AND DIVISIONS (REGULATION SI NO. 233/2023)**

Upon Motion of Counsel for the Applicant Harkel Limited (the “Company”)(a company incorporated under the laws of Malta) pursuant to Notice of Motion filed on 4 December 2025 (seeking *inter alia* entry into the Commercial List, the “entry motion”) and Originating Notice of Motion issued on 4 December 2025 seeking an Order pursuant to Regulation 20(1)(a) of the European Union (Cross-Border Conversions Mergers and Divisions Regulations 2023)(the “2023 Regulations”) approving the cross-border conversion of the Company pursuant to Draft Terms of Cross-Border Conversion drawn up by the Board of Directors of the Company on 12 December 2024 (the “Draft Terms of Conversion”)

And upon reading the said entry motion filed on 4 December 2025 the Originating Notice of Motion issued on 4 December 2025 the Certificate of Aonghus McClafferty Solicitor in Eversheds Sutherland (Ireland) LLP filed on 4 December 2025 containing the two

undertakings required by High Court Practice Direction 122 and the Affidavit of Harry O’Kelly filed on 4 December 2025 and the documents and exhibits therein referred including a copy of the Pre-Conversion Certificate issued in Malta on 29 September 2025, the Draft Terms of Conversion, the notice to the Company’s Shareholders and to the Company’s creditors of the proposed Draft Terms of Conversion, the copy of “*The Times of Malta*” Newspaper publication giving notice relating to the cross-border conversion of the Company, the Company shareholders resolution approving the cross-border conversion, the Draft Terms of Conversion and the new proposed Constitution of the Company (the “Resolutions”) and the copy of “*The Times of Malta*” publication of notice of receipt by the Registrar of Companies in Malta of the Resolutions

And on hearing Counsel for the Company in relation to the application for entry into the Commercial List

And the Court being satisfied that these are commercial proceedings within the meaning of Order 63A rule 1(b) of the Rules of the Superior Courts

IT IS ORDERED that the within proceedings be entered into the Commercial List for hearing and that all future applications and Motions be heard in said List

And the Court proceeding to hear the substantive application herein pursuant to Originating Notice of Motion issued on the 4th day of December 2025

THE COURT DOTH CERTIFY that

- The requirements of Regulations 20 (2) and (3) of the 2023 Regulations have been met
- The creditors and others have been notified by newspaper advertisements on 3 June 2025 and 17 July 2025 in “*The Times of Malta*” with regard to the conversion process
- No creditor has submitted any comments, has contested the registration of the Draft Terms of Conversion or otherwise applied for further safeguards (whether within the time limits prescribed by the Maltese Regulations or at all)

- No further advertisement or notification of the approval of the conversion is warranted

And accordingly pursuant to Regulation 20(1)(a) of the 2023 Regulations the Court doth approve of the cross-border conversion of the Company pursuant to the Draft Terms of Conversion hereinbefore referred to and accordingly DOTH SO ORDER

And IT IS FURTHER ORDERED pursuant to Regulation 20(5) of the 2023 Regulations that the date and time on which the Conversion is to have effect be set at 12.00 midday (G.M.T.) on the 1st day of January 2026

And IT IS FURTHER ORDERED that Eversheds Sutherland (Ireland) LLP Solicitors deliver a certified copy of the Court's Order under Regulation 20(1)(a) to the Registrar of Companies

And the Court doth make no Order as to costs

EVERSHEDS SUTHERLAND (IRELAND) LLP
We hereby certify that the within is a true copy
of the original with which it has been compared.

Dated this 2 day of JANUARY 2026

EVERSHEDS SUTHERLAND (IRELAND) LLP

One Earlsfort Centre
Earlsfort Terrace, Dublin 2

Eversheds Sutherland (Ireland) LLP
Solicitors for the Company

REBECCA MOYNIHAN
REGISTRAR

Perfected: 31 December 2025

Notice is hereby given that in accordance with Regulation 21(2) of the European Union (Cross-Border Conversions, Mergers and Divisions) Regulations 2023, which gives effect to Directive (EU) 2017/1131 and Directive (EU) 2019/2121, and for the purposes of giving further effect to Article 8 of Directive 2008/104/EC, a court order WITH AN EFFECTIVE DATE OF 1st January 2026, perfected on 18th December 2025 was received by the Registrar of Companies on 22nd December 2025 of a conversion between the following companies:

USAA S.A. (a Luxembourg public company with limited liability) and

USSA EU DAC (a Designated Activity Company limited by shares under the law of Ireland)



AN ARD-CHÚIRT
THE HIGH COURT

COMMERCIAL
2025 377 COS
(2025 No. 91 COM)

Thursday the 18th day of December 2025

BEFORE MR JUSTICE MICHAEL TWOMEY

IN THE MATTER OF

**AN APPLICATION UNDER REGULATION 20 OF THE EUROPEAN UNION (CROSS-BORDER
CONVERSIONS, MERGERS AND DIVISIONS) REGULATIONS 2023 (AS AMENDED)**

AND IN THE MATTER OF

USAA S.A.

APPLICANT

Upon Motion of Counsel for USAA S.A. (the "**Applicant**") pursuant to an Originating Notice of Motion filed on the 3rd day of November 2025 seeking the following reliefs

- "1. An Order pursuant to Regulation 20(1)(a) of the European Union (Cross-Border Conversions, Mergers and Divisions) Regulations 2023 (as amended) (the "**Irish Mobility Regulations**") approving the proposed conversion to be undertaken by USAA S.A. whereby USAA S.A., a public limited liability company (Société Anonyme) incorporated under the laws of Luxembourg, will convert into a designated activity company under the laws of Ireland (the "**Conversion**") and setting the date upon which the Conversion is to take effect.
2. Such further or other order as may be appropriate including, in the event that an Order is made in the terms of paragraph 1 above, a direction that the Order approving the proposed conversion shall be filed with the Registrar pursuant to Regulation 21 of the Irish Mobility Regulations.
3. Costs."

Whereupon and on reading said Originating Notice of Motion filed on the 3rd day of November 2025 and the Grounding Affidavit of Fiona Marry filed on the 3rd day of November 2025 and the Supplemental Affidavit of Fiona Marry filed on the 2nd day of December 2025 and the



AN ARD-CHÚIRT
THE HIGH COURT

Affidavit of Alyssa Long sworn on the 17th day of December 2025 (to be filed) and the Order of this Court made on the 10th day of November 2025 together with the exhibits to the said Affidavits

And upon hearing said Counsel for the Company

And there being no attendance in Court by or on behalf of any creditor member employee of the Company or any other interested party

And the Court having examined the legality of the Conversion as regards the procedure which concerns the completion of the Conversion including the proposed formation of an Irish converted company (as defined in Regulation 4 of the Irish Mobility Regulations)

And the Court being satisfied that the pre-conversion requirements provided for at Regulations 20(3) of the Irish Mobility Regulations have been met

IT IS ORDERED pursuant to Regulation 20 of the Irish Mobility Regulations that the Conversion be and is hereby approved

AND IT IS ORDERED that the Conversion shall become effective at 00:00 on the 1st day of January 2026 (Irish Time)

AND THE COURT DOTH DIRECT that a copy of this Order shall be delivered by William Fry LLP to the Registrar of Companies within 14 days in accordance with Regulation 21 of the Irish Mobility Regulations

Liberty to apply

A COPY WHICH I ATTEST

C. O'Leary
.....
FOR REGISTRAR

HELEN RYAN

REGISTRAR

Perfected 18.12.2025

William Fry LLP

Solicitors for the Applicant