



Gazette

ISSUE ID: 0000/2022/J/12
CROSS BORDER MERGER GAZETTE
15 June 2022

CRO GAZETTE, WEDNESDAY, 15 June 2022

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 8-JUN-22 AND 14-JUN-22							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
96792	Ardo Foods Ireland Limited	CBM1	8/6/2022				
558978	Mars Capital Finance Ireland Designated Activity Company	DM1	3/2/2022				
555704	Mars Capital Ireland No. 4 Limited	DM1	3/2/2022				
551007	Mars Capital Ireland No. 2 Designated Activity Company	DM1	3/2/2022				
551691	Mars Capital Ireland No. 3 Designated Activity Company	DM1	3/2/2022				
534827	Mars Capital Ireland Designated Activity Company	DM1	3/2/2022				
167773	Hibernian Legal (International) Limited	DM1	1/6/2022				
265079	Brady & Co. (Law Searchers) Limited	DM1	1/6/2022				
206927	Rochford Brady Legal Services Limited	DM1	1/6/2022				

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

9 6 7 9 2

CRO receipt date stamp & barcode

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

Company name

in full

Ardo Foods 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.

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:

100 Murphystown Road, Leopardstown Heights,
Dublin 18, D18K0V9

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

9 6 7 9 2

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

WILLIAM NOCTOR

Date

1/6/2022

Presenter details

note four

Name

Address

Person to whom queries can be addressed

Beauchamps LLP
Riverside Two Sir John Rogerson's Quay, Dublin 2

Telephone number

Email

014180600

e.moriartycrowley@beauchamps.ie

Fax number 014180699

Reference number EMCR

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:

See continuation sheet.

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:

100 Murphystown Road, Leopardstown Heights, Dublin 18, D18K0V9

**Particulars of other
merging companies**

Name of Company:

Ardo NV

The registered office of the company:

Wezestraat 61, 8850 Ardooie, Belgium

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

Public limited liability company organised and existing
under the laws of Belgium.

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

See continuation sheet.

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:

Wezestraat 61, 8850 Adrooie, Belgium

☐

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:

Register of Legal Entities of the Court of Undertakings-Ghent-
division Bruges with address Kazernevest 3, 8000 Bruges, Belgium
Registration number 0433.803.794.

Particulars of other
merging companies

Name of Company:

The registered office of the company:

[illegible]

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*

[illegible]

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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7

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:

CBM1 Continuation Sheet

Cross border merger Ardo Foods Ireland Limited into Ardo NV

Within the framework of its dissolution without liquidation by way of a cross-border merger by absorption, pursuant to Directive (EU) 2017/1132 of the European Parliament and of the Council of Europe of 14 June 2017 relating to certain aspects of company law as implemented in Belgium by the Code of Companies and Associations ('CCA') and in Ireland by the Irish Regulations (European Communities (Cross-Border Mergers) Regulations, 2008 as adopted by Statutory Instrument S.I. No. 157/2008), all the assets and liabilities and rights and obligations of Ardo Foods Ireland Limited shall be automatically transferred to Ardo NV by operation of law ('Merger').

Pursuant to the Merger, Ardo NV will establish a branch in Ireland and will allocate to that branch all assets and liabilities and legal relationships held by Ardo Foods Ireland Limited prior to the effective date (1 October 2022 on 00.00 hours CET) of the Merger.

The Merger will have no consequences for any minority members of Ardo Foods Ireland Limited as the entire issued share capital of Ardo Foods Ireland Limited is held by Ardo NV, as sole member.

Under article 12:15 *juncto* 12:112 of the Belgian CCA, creditors of the companies involved in the Merger can request security interests (i) to guarantee their claims which are certain but not yet due prior to publication in the Annexes to the Belgian Official Gazette of the notarial deed establishing the consummation of the Merger, or (ii) to guarantee claims for which such creditors have launched a procedure in court or through arbitration prior to the date of the notarial deed establishing the consummation of the Merger. Such request for security must each time be made within two months after the publication in the Annexes to the Belgian Official Gazette of the notarial deed establishing the consummation of the Merger. Ardo NV to which the claim will have been transferred and, as the case may be, Ardo Foods Ireland Limited can set aside the request by settling the claim at its fair value after deduction of a discount. In the absence of an agreement or if the creditors remain unpaid, the request is referred to the president of the competent enterprise court of the judicial district of the debtor's registered office, ruling in interim injunction proceedings who will determine which security is to be provided and the time limit within which such security must be set, as the case may be unless he/she decides that no security must be given in view of the guarantees and preferential rights of the creditor or in view of the solvency of Ardo NV. If the security is not provided within the set timeframe, the claim shall immediately become due and payable.

The companies involved in the Merger anticipate that the Merger will have no adverse consequences for the creditors of Ardo Foods Ireland Limited as there will be no diminution in overall asset value and such creditors will continue to be the creditors of Ardo NV.

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.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 Bloom House, Gloucester Place Lower, Dublin 1. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, Bloom House, Gloucester Place Lower, 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 OR BY E-MAIL info@cro.ie

Signature Page

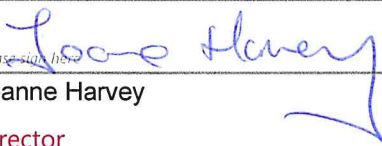
Submission Reference Number: SR111107
8

Form G1 Special Resolution - General

Related Entity Details

Name (or Proposed Name): MARS CAPITAL FINANCE IRELAND DESIGNATED ACTIVITY COMPANY
Number (if applicable): 558978

Signature of the person(s) who is (are) certifying that the information provided is correct

Please sign here


Joanne Harvey

Director



Date

Legal References:

Collective Citations

Companies Act 2014
Section: 198

B9A446F4213CCA8AFE09A98729393A49



Form G1 Special Resolution - General

Companies Act 2014
Notice of Resolution
Section: 198

Submission Reference Number

SR1111078

Company Details

Company Number	558978
Company Name	MARS CAPITAL FINANCE IRELAND DESIGNATED ACTIVITY COMPANY
Date of Resolution	21/03/2022

Resolution Details

Resolution Type	Form G1 Special Resolution - General
Category	Other
Resolution Passed	In Writing
Writing Type	Pursuant to section 196(4) (Sole member resolution)
Resolution Text	ATTACHMENT TO FORM G1MARS ACQUISITION LIMITEDThese resolutions refer to the merger by acquisition (within the meaning set out in section 463(1) of the Companies Act 2014) by and between Mars Capital Ireland Designated Activity Company, Mars Capital Ireland No.2 Designated Activity Company, Mars Capital Ireland No.3 Designated Activity Company and Mars Capital Ireland No.4 Limited (the "Transferor Companies") and Mars Capital Finance Ireland Designated Activity Company (the "Company") as the transferee company (the "Merger") in accordance with the common draft terms dated 23 December 2021 entered into between the Company and the Transferor Companies in respect of the Merger (the "Draft Terms of Merger").PASSED AS SPECIAL RESOLUTIONS:1 THAT the Draft Terms of Merger be confirmed, approved and ratified; and2 THAT the directors of the Company be authorised to take all such actions as they consider necessary or appropriate in connection with the implementation of the Merger and the foregoing resolutions.

Verification Details

Signature Method	Signature Page Upload
Signature Type	Director
Person Name	Joanne Harvey

Presenter Details

Presenter Name	Eleanor Cairnduff (Matheson Compliance)
Presenter Address	70 SIR JOHN ROGERSON'S QUAY, DUBLIN 2, Dublin 2, Ireland, D02R296

Presenter Email	eleanor.cairnduff@matheson.com
Presenter Telephone Number	012323796_____
Presenter Reference Number	CD/EC 667422-33

MARS CAPITAL FINANCE IRELAND DESIGNATED ACTIVITY COMPANY
(the "Company")

Written Resolutions of the Sole Member

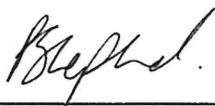
We, the undersigned, being the sole member of the Company **HEREBY RESOLVE**, in accordance with section 196 of the Companies Act 2014 (the "**Act**") and the constitution of the Company, that the following resolutions be passed as special resolutions of the Company:

Special resolutions

Having considered the common draft terms dated 23 December 2021 between the Company and Mars Capital Ireland Designated Activity Company, Mars Capital Ireland No.2 Designated Activity Company, Mars Capital Ireland No.3 Designated Activity Company and Mars Capital Ireland No.4 Limited (the "**Transferor Companies**") in respect of the proposed domestic merger between the Company and the Transferor Companies (the "**Merger**") (the "**Draft Terms of Merger**") and on the basis that the directors of the Company have confirmed that they have not been informed of any material change in the assets and liabilities of any of the Transferor Companies since the date of the Draft Terms of Merger pursuant to section 473(5) of the Act, we agree **THAT**:

- (a) the Draft Terms of Merger be confirmed, approved and ratified; and
- (b) the directors of the Company be authorised to take all such actions as they consider necessary or appropriate in connection with the implementation of the Merger and the foregoing resolutions.

[The remainder of this page has been intentionally left blank]

Signed: 
For and on behalf of
Mars Acquisition Limited
Name: Philip William Shepherd
Director

Date: 21 March 2022



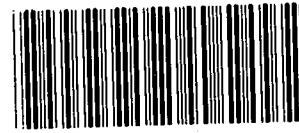
**Notice of delivery of
Common Draft Terms of Merger**

CRO Gazette Notice

Section 470(1)/(5)(b) Companies Act 2014

Company number

5 5 8 9 7 8



7723509

CRO receipt date stamp & barcode

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

Company name

in full

Mars Capital Finance Ireland Designated Activity Company

Type of merger

note one



By acquisition



By formation of a new company



By absorption

Company details

*Note one and
note two*

A



Copy of the Common Draft Terms of Merger is available from this website:

Or

B



Copy of the Common Draft Terms of Merger is attached

Registered Office of the company:

One Warrington Place, Dublin 2, Ireland, D02 HH27

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

5 5 8 9 7 8

Legal form of the company:

Designated Activity Company

Copies of the Common Draft Terms of Merger, the Directors' Explanatory Report, the Statutory Financial Statements and the Expert's Report (where relevant), are available for inspection by the members of the company at the registered office.

Certification

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 DM1.

Signature

[Handwritten Signature]

Name *in block letters or typescript*

Colin Maher



Director



Secretary *note one*

Date

31/1/22

Presenter details

note three

Name

Address

Telephone number

Email

DX number/Exchange

Person to whom queries can be addressed

Matheson

70 Sir John Rogerson's Quay, Dublin 2

01 232 2000

matheson@matheson.com

2 / Dublin

Fax number 01 232 3333

Contact Person Matheson

Reference number KT / CD 667422/33



scine

Section C does not need to be completed where the company has made available the Common Draft Terms of Merger on its website in accordance with Section 470(5) Companies Act 2014

Particulars of other
merging companies

Note two

C

Name of Company:

Mars Capital Ireland Designated Activity Company

Legal form of the company

Designated Activity Company

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

5 3 4 8 2 7

Registered Office of the company

3rd Floor, Kilmore House, Park Line, Spencer Dock, Dublin 1, Ireland

Copies of the Common Draft Terms of Merger, the Directors' Explanatory Report, the Statutory Financial Statements and the Expert's Report (where relevant), are available for inspection by the members of the company at the registered office of the company

Name of Company:

Mars Capital Ireland No.2 Designated Activity Company

Legal form of the company

Designated Activity Company

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

5 5 1 0 0 7

Registered Office of the company

3rd Floor, Kilmore House, Park Line, Spencer Dock, Dublin 1, Ireland

Copies of the Common Draft Terms of Merger, the Directors' Explanatory Report, the Statutory Financial Statements and the Expert's Report (where relevant), are available for inspection by the members of the company at the registered office of the company

Section C does not need to be completed where the company has made available the Common Draft Terms of Merger on its website in accordance with Section 470(5) Companies Act 2014

Particulars of other
merging companies

Note two

C

Name of Company:

Mars Capital Ireland No.3 Designated Activity Company

Legal form of the company

Designated Activity Company

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

5 5 1 6 9 1

Registered Office of the company

3rd Floor, Kilmore House, Park Line, Spencer Dock, Dublin 1, Ireland

Copies of the Common Draft Terms of Merger, the Directors' Explanatory Report, the Statutory Financial Statements and the Expert's Report (where relevant), are available for inspection by the members of the company at the registered office of the company

Name of Company:

Mars Capital Ireland No.4 Limited

Legal form of the company

Private Company Limited by Shares

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

5 5 5 7 0 4

Registered Office of the company

3rd Floor, Kilmore House, Park Line, Spencer Dock, Dublin 1, Ireland

Copies of the Common Draft Terms of Merger, the Directors' Explanatory Report, the Statutory Financial Statements and the Expert's Report (where relevant), are available for inspection by the members of the company at the registered office of the company

