



# Gazette

ISSUE ID: 0000/2021/J/15  
CROSS BORDER MERGER GAZETTE  
28 July 2021

## CRO GAZETTE, WEDNESDAY, 28 July 2021

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 21-JUN-21 AND 27-JUL-21							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
240551	Unicredit Bank Ireland Public Limited Company	CBM1	22/07/2021				
49934	State Street Global Advisors Europe Limited	Court Order	22/07/2021				



## **European Communities (Cross Border Merger) Regulations 2008**

(Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 21 July 2021 of a proposed merger between the following companies:

Unicredit Bank Ireland Public Limited Company (registered in Ireland company number 240551) and

Unicredit S.P.A

Registered with the Companies' Register of Milan - Monza - Brianza - Lodi under registration number 516401 - 8599

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)

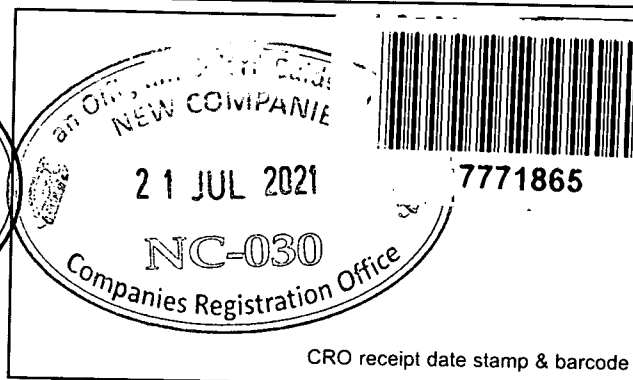
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00 am and 5.00 p.m at the registered office of La Touche House, International Financial Services Centre, Custom House Dock, Dublin 1, D01W6X0.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00 a.m and 5.00 p.m. at the registered office of La Touche House, International Financial Services Centre, Custom House Dock, Dublin 1, D01W6X0.

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



Company number

24 4551  
240551

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

Company name

in full

UNICREDIT BANK IRELAND PUBLIC LIMITED 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:

LA TOUCHE HOUSE, INTERNATIONAL FINANCIAL SERVICES CENTRE  
CUSTOM HOUSE DOCK DUBLIN 1, D01W6X0

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

240551

Legal form and law which governs the company:

PUBLIC LIMITED COMPANY GOVERNED UNDER THE LAWS OF  
IRELAND, BY 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

Name in block letters or typescript

Aislin Williams

Date

20/07/2021

Presenter details

note four

Person to whom queries can be addressed

Name

Address

Telephone number

Email

MATHESON

70 SIR JOHN ROGERSON'S QUAY

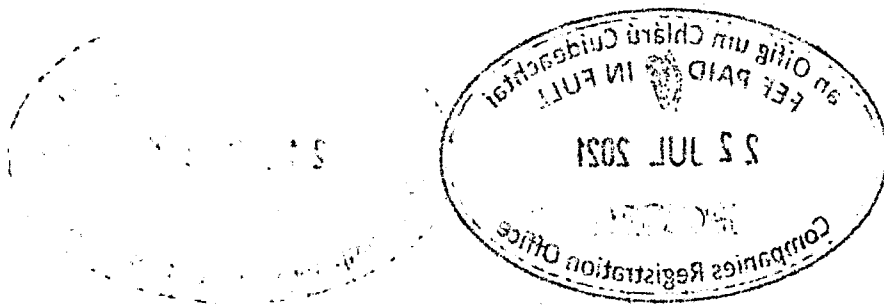
DUBLIN 2, IRELAND

01 232 2000

clare.parsons@matheson.com

Fax number 01 232 3333

Reference number PR/CP 641690/14



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:

Unicredit Bank Ireland Public Limited Company has only one
shareholder, UniCredit S.p.A (the "Shareholder"). Regulation 10 of the
European Communities (Cross-Border Mergers) Regulations 2008 as
amended (the "Regulations") does not apply to Unicredit Bank Ireland Public
Limited Company as this is a proposed merger by absorption with the
Shareholder. Regulation 12 (Protection of Minority Shareholders) of the
Regulations does not apply as UniCredit Bank Ireland Public Limited
Company is wholly-owned by the Shareholder.
Creditors of UniCredit Bank Ireland Public Limited Company may
exercise their rights under Regulation 15 of the Regulations.
The Board of Directors of the merging companies have drawn up Board of
Directors' Explanatory Reports pursuant article 8 of the Italian Legislative
Decree no. 108 of 30 May 2008 and in accordance with Regulation 6 of the
Regulations. The reports explain the implications of the Merger for
shareholders and creditors.

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:

UNICREDIT BANK IRELAND PUBLIC LIMITED COMPANY
LA TOUCHE HOUSE, INTERNATIONAL FINANCIAL SERVICES CENTRE
CUSTOM HOUSE DOCK, DUBLIN 1, D01W6X0





Particulars of other  
merging companies

Name of Company:

UNICREDIT S.P.A

The registered office of the company:

Piazza Gae Aulenti 3, Torre A, 20154, Milano (MI), Italia

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

JOINT STOCK COMPANY WITH SHARES LISTED ON THE ITALIAN  
STOCK MARKET, UNDER 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*

The rights and obligations of UniCredit Bank Ireland Public Limited  
Company will be transferred to UniCredit S.p.A pursuant to the Regulations  
and applicable Italian law. There are no minority members of UniCredit Bank  
Ireland Public Limited Company since its issued share capital is 100%  
wholly owned by the Shareholder.

Creditors of UniCredit Bank Ireland Public Limited Company will become  
creditors of UniCredit S.p.A upon the merger taking effect.

The assets and liabilities of UniCredit Bank Ireland Public Limited Company  
will transfer to UniCredit S.p.A pursuant to the Regulations and Italian law.

The Board of Directors of the merging companies have drawn up Board of  
Directors' Explanatory Reports pursuant article 8 of the Italian Legislative  
Decree no. 108 of 30 May 2008 and in accordance with Regulation 6 of the  
Regulations. The reports explain the implications of the Merger for  
shareholders and creditors.

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 Gae Aulenti 3, Tower A, 20154, Milan (MI), Italy

☐

If the Company is an Irish Company, Information relating to the Company is kept by the  
Registrar under registered number:

*note one*

--	--	--	--	--	--	--	--

☒

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 COMPANIES' REGISTER OF MILAN -  
MONZA - BRIANZA - LODI, UNDER REGISTRATION NUMBER  
516401-8599



**Particulars of other  
merging companies**

Name of Company:

NOT APPLICABLE

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*

--	--	--	--	--	--	--	--

☐

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 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](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 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 relodged 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)**

*Journal of Management Studies*, 19(6), 709-728.

### **European Communities (Cross Border Merger) Regulations 2008**

Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 22 July 2021, concerning the proposed merger between the following companies:

State Street Global Advisor Europe Limited (Formerly known as State Street Global Advisors Funds Management Limited) (registered in Ireland company number 49934) and

State Street Global Advisors Ireland Limited  
(Registered in Ireland company number 145221)

and State Street Global Advisors GmbH  
Registered with the commercial register (Handelsregister) of the local court (Amtsgericht) of Munich under Registration Number HRB 121381

A copy of the court order is attached.

Registrar of Companies



7771863

THE HIGH COURT

COMMERCIAL

2021 No. 132 COS

(2021 No. 63 COM)

THURSDAY THE 15<sup>TH</sup> DAY OF JULY 2021

BEFORE MR JUSTICE BARNIVILLE

IN THE MATTER OF AN APPLICATION UNDER REGULATIONS 13

AND 14 OF THE EUROPEAN COMMUNITIES (CROSS-BORDER

MERGERS) REGULATIONS 2008, AS AMENDED

AND IN THE MATTER OF STATE STREET GLOBAL ADVISORS

EUROPE LIMITED (FORMERLY KNOWN AS STATE STREET GLOBAL

ADVISORS FUNDS MANAGEMENT LIMITED), STATE STREET

GLOBAL ADVISORS IRELAND LIMITED and STATE STREET GLOBAL

ADVISORS GMBH

STATE STREET GLOBAL ADVISORS EUROPE LIMITED (FORMERLY

KNOWN AS STATE STREET GLOBAL ADVISORS FUNDS

MANAGEMENT LIMITED), STATE STREET GLOBAL ADVISORS

IRELAND LIMITED and STATE STREET GLOBAL ADVISORS GMBH

**Applicants**

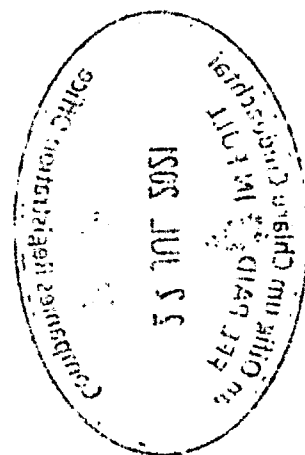
The Originating Notice of Motion herein dated and filed on 9 June 2021 coming on for hearing before the Court on this day, pursuant to the Order of this Court made on 14 June 2021, in the presence of Counsel for the Applicants

Whereupon and on reading the said Originating Notice of Motion herein, the Grounding Affidavit of Ann Prendergast sworn on 8 June grounding the said Originating Notice of Motion herein, and the Supplemental Affidavit of Ann Prendergast sworn on 13 July 2021, together with the exhibits to the said affidavits

And there being no attendance in Court by or on behalf of any creditor or contributory of the Applicants or any other interested party







**THE HIGH COURT**

And on hearing said Counsel for the Applicants

This Court **DOTH MAKE AN ORDER** pursuant to Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) confirming scrutiny of the legality of the proposed cross-border merger by the Applicants (the "**Merger**") as regards that part of the procedure which concerns the completion of the Merger

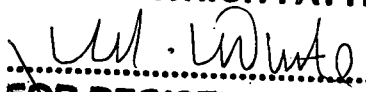
And **IT IS ORDERED** that the Merger shall take effect at 00:01 a.m. (Irish time) on 1 August 2021

And the Court doth give the Applicants liberty to apply to the Court

**MARIANNE WHITE  
REGISTRAR**

**Date of Perfection: 15<sup>th</sup> July 2021**

Arthur Cox LLP,  
Solicitors for the Applicants

**A COPY WHICH I ATTEST**  
  
.....  
**FOR REGISTRAR**

22/2/4

SECRETARY: Mr. V. G. D.

.....  
..... 1944