



Gazette

ISSUE ID: 0002015/J/28
CROSS BORDER MERGER GAZETTE
15TH JULY 2015

CRO GAZETTE, WEDNESDAY, 15th July 2015

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 08-JUL-15 AND 14-JUL-15							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
132781	Citibank Europe Public Limited Company	CBM1	09/07/2015				

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 10 July 2015 of a proposed merger between the following companies:

Citibank Europe Public Limited Company (registered in Ireland Company number 132781) and

Citibank International Limited.

Registered with the Register of Companies for England and Wales under number 01088249

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

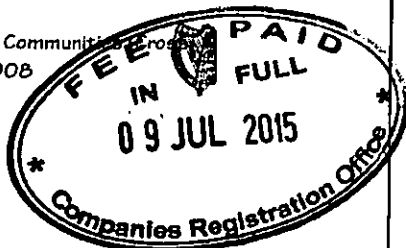
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00am and 5.00 pm at the registered office of Citibank Europe Public Limited Company, 1 North Wall Quay, Dublin 1

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 Citibank Europe Public Limited Company, 1 North Wall Quay, Dublin 1

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



CRO receipt date stamp & barcode

Company number

1 3 2 7 8 1

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

Company name

in full

Citibank Europe PLC

☒ 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:

1 North Wall Quay, Dublin 1

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

1 3 2 7 8 1

Legal form and law which governs the company:

Public Limited Company

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

[Handwritten Signature]

TONY WOODS

Date

9 July 2015

Presenter details

note four

Person to whom queries can be addressed

Name

A&L Goodbody

Address

International Financial Services Centre

North Wall Quay, Dublin 1

Telephone number

01 649 2000

Fax number 01 649 2649

Email

law@algoodbody.com

Reference number 01410780

CRO - P.I.D.

10 JUL 2015

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:

[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:

Citibank Europe PLC
1 North Wall Quay, Dublin 1
Attention: Emma Hynes

Particulars of other
merging companies

Name of Company:

Citibank International Limited

The registered office of the company:

Citibank Centre, Canada Square, Canary Wharf

E14 5LB, London, United Kingdom

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

Private Limited Company

UK Companies Act 2006

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 creditors will transfer to Citibank Europe PLC pursuant to Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008.

Citibank International Limited has only one shareholder, which is Citi Overseas Holdings Bahamas Limited. There are no minority shareholders.

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:

Citibank Europe PLC

1 North Wall Quay, Dublin 1

Attention: Emma Hynes

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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 Number 01088249

Register of Companies for England and Wales

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:

Legal name of the company and the name of the company

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:

members of the merging companies, may be obtained by changing:

☐

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.

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 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 OR BY E-MAIL info@cro.ie