



# Gazette

**ISSUE ID:00002018/J/32**

**CROSS BORDER MERGER GAZETTE**

8th August 2018

CRO GAZETTE, WEDNESDAY, 8<sup>th</sup> AUGUST 2018

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 27-JUL-18 AND 07-AUG-18							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
611431	S&P Global Ratings Europe Limited	Court Order	27/07/2018				
630648	Lhoist Corporate Finance Limited	CBM1	03/08/2018				

### **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 27 July 2018, concerning the proposed merger between the following companies:

S&P Global Ratings Europe Limited (registered in Ireland Company No.611431) and

S&P Global Ratings France SAS. Registered with the Trade and Companies Registry of Paris under number 522 211 549

A copy of the court order is attached.

Registrar of Companies

THE HIGH COURT

COMMERCIAL

2018 No. 233 COS

[2018 No. 84 COM]

Wednesday the 25<sup>th</sup> day of July 2018

BEFORE MR JUSTICE HAUGHTON



6272568



IN THE MATTER OF AN APPLICATION UNDER REGULATION 13 OF

THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)

REGULATIONS 2008 (SI 157/2008)

AND IN THE MATTER OF S&P GLOBAL RATINGS EUROPE LIMITED

AND IN THE MATTER OF AN APPLICATION UNDER REGULATION 14

OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)

REGULATIONS 2008 (SI 157/2008)

AND IN THE MATTER OF S&P GLOBAL RATINGS EUROPE LIMITED

AND S&P GLOBAL RATINGS FRANCE SAS

A COPY WHICH I ATTEST  
*David S. [Signature]*  
FOR REGISTRAR

The Motion of Counsel for S&P Global Ratings Europe Limited (the “Company”) and S&P GLOBAL RATINGS FRANCE SAS (collectively the “Merging Companies”) pursuant to Originating Notice of Motion filed on the 13<sup>th</sup> day of June 2018 seeking an Order pursuant to Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the “Regulations”) confirming scrutiny of the legality of the proposed cross-border merger between the Merging Companies as regards that part of the merger procedure which concerns the completion of the cross-border merger coming on for hearing this day in the presence of Counsel for the Merging Companies

**THE HIGH COURT**

Whereupon and upon reading said Notice the Order herein dated the 18<sup>th</sup> day of June 2018 the Affidavit of James Penrose filed on the 13<sup>th</sup> day of June 2018 the Affidavit of James Penrose filed on the 20<sup>th</sup> day of July 2018 and the Affidavit of Brendan Colgan filed on the 24<sup>th</sup> day of July 2018 and the documents and exhibits in said Affidavits referred to

And on hearing what was alleged by said Counsel

And **THERE BEING NO APPEARANCE** by or on behalf of any member or creditor of the Company or any other interested party

Pursuant to Regulation 14 of the Regulations **THE COURT DOTH CONFIRM** scrutiny of the legality of the proposed cross-border merger between the Merging Companies as regards that part of the merger procedure which concerns the completion of the cross-border merger

And **IT IS ORDERED** that the date and time on which the above merger is to have effect be set as 23:59 British Summer Time (UTC+1) on Tuesday 31<sup>st</sup> July 2018

Liberty to the Merging Companies to apply

**JOHN MEEHAN  
REGISTRAR**

**Perfected this 26<sup>th</sup> day of July 2018**

Matheson  
Solicitors for the Merging Companies



COURTS SERVICE  
*An tSeirbhís Chúirteanna*



**REGISTERED POST**

The Registrar of Companies,  
Companies Registration Office,  
New Companies Section,  
Bloom House,  
Gloucester Place Lower,  
Dublin 1.



26<sup>th</sup> July 2018

**Re: S&P GLOBAL RATINGS EUROPE LIMITED**  
**and S&P GLOBAL RATINGS FRANCE SA**

**High Court Record No. 2018 No. 233 COS**

A Chara,

Pursuant to the provisions of **Rule 22(5) of Order 75** of the Rules of the Superior Courts [S.I. No. 255 of 2015 [Rules of the Superior Courts (Companies Act 2014) 2015], I enclose herewith an attested copy **Order dated 25<sup>th</sup> July 2018 made pursuant to Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008** in respect of the above named Companies

Yours sincerely,

**John Meehan**  
**REGISTRAR**

## **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 August 2018 of a proposed merger between the following companies:

Lhoist Corporate Finance Limited (registered in Ireland company number 630648) and

Lhoist Coordination Center SA

Registered with the Crossroads Bank for Enterprise (RLE Walloon Brabant) Registration Number 0437.555.221

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 pm at the registered office of Lhoist Corporate Finance Limited, 1<sup>ST</sup> Floor, 118 Lower Baggot Street, Dublin 2

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 pm at the registered office of Lhoist Corporate Finance Limited, 1<sup>ST</sup> Floor, 118 Lower Baggot Street, Dublin 2.

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



6313543

CRO receipt date stamp & barcode

Company number

6 3 0 6 4 8

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

Company name

in full

Lhoist Corporate Finance 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:

1st Floor, 118 Lower Baggot Street, Dublin 2

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

6 3 0 6 4 8

Legal form and law which governs the company:

Private company limited by shares

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

*Alison Wickey*

Name in block letters or typescript

ALISON WICKY

Date

31 JULY 2018

Presenter details

note four

Name

Address

Person to whom queries can be addressed

Arthur Cox

Ten Earlsfort Terrace, Dublin 2, D02 T380

Telephone number

Email

01 920 1000

cro@arthurcox.com

Fax number

Reference number LI097/004



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 of Lhoist Corporate Finance Limited may exercise their rights under Regulation 15 (Protection of Creditors) of the European Communities (Cross-Border Mergers) Regulations 2008.
Regulation 12 (Purchase of Minority Shares) does not apply as Lhoist Corporate Finance Limited is not a transferor company and, further, as there are no minority members.
Lhoist Corporate Finance Limited has made available for inspection at its registered office the Common Draft Terms and the Directors' Explanatory Report.

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:

1st Floor,
118 Lower Baggot Street,
Dublin 2

Particulars of other  
merging companies

Name of Company:

Lhoist Coordination Center SA

The registered office of the company:

Rue Charles Dubois, 28

1342 Ottignies-Louvain-la-Neuve

Belgium

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

Public limited liability company (société anonyme)

Belgian law

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

If effective, the merger will transfer all rights and obligations of Lhoist Coordination Center SA to Lhoist Corporate Finance Limited under Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008.

Lhoist Coordination Center SA is a single member company; there are no minority members.

Lhoist Coordination Center SA has made available for inspection at its registered office the Common Draft Terms and the Directors' Explanatory Report.

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:

Rue Charles Dubois, 28

1342 Ottignies-Louvain-la-Neuve

Belgium

☐

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:

Crossroads Bank for Enterprises (RLE Walloon Brabant)

Registration Number 0437.555.221




[illegible]


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

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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.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 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)