



Gazette

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COUNCIL REGULATION (EC) NO. 2157/2001 ON THE STATUTE FOR A EUROPEAN COMPANY (SE) AND EUROPEAN COMMUNITIES EUROPEAN PUBLIC LIMITED-LIABILITY COMPANY) REGULATIONS 2007.

Notice is hereby given pursuant to Article 21 of the above Council Regulation that draft terms of merger were filed in the Companies Registration Office (CRO) on 11 October 2018, indicating that **DOMICILIA TREBOLBLUE, S.A. (DT)** (a Spanish public limited company formed and registered in Spain) will be merged into **BBVA RE Public Limited Company (BBVA)** (a public limited company formed and registered in Ireland) under Article 2(1) of the Council Regulation thereby forming a *Societas Europaea*, which will be registered in Ireland. The following particulars are hereby confirmed in relation to the merger:

- A. BBVA is registered in Ireland as a public limited company with registered number 336742 and registered office at Third Floor, The Metropolitan Building, James Joyce Street, Dublin 1.

DT is registered in Spain as a as a public limited company with registered with the Companies House of Madrid under volume 37.927, sheet 71, page M-675345 and registered office at C/ Azul, 4, 28050 Madrid, Spain.

- B. The creditors of BBVA may exercise their rights pursuant to section 1142 of the Companies Act 2014. On the formation of the proposed *Societas Europaea*, all rights and obligations of the creditors of BBVA shall be transferred by operation of law, to the new *Societas Europaea*, pursuant to article 29 of council regulation (ec) no. 2157/2001.

- C. The rights of the creditors of the merging companies will be guaranteed and protected by means of the granting of a 1 month period for them to challenge the merger in the conditions stated by article 44 of the Spanish Aact 3/2009, of April 3rd, of structural modifications in capital companies, which will be granted to the creditor of DT once its shareholder has approved the merger and as of the publication of the relevant communications, and by the creditor opposition provision established in section 1142 of the Companies Act 2014.

On the formation of the proposed *Societas Europaea*, all rights and obligations of the creditors of Domicilia Trebolblue, S.A. shall be transferred by operation of law, to the new *Societas Europaea*, pursuant to article 29 of council regulation (ec) no. 2157/2001

- D. BBVA does not have any minority shareholders. All of the issued shares in BBVA are held by Ciervana S.L.

DT does not have any minority shareholders. All of the issued shares in DT are held by Ciervana S.L.

- E. Full information on the arrangements made for the exercise of the rights of creditors may be obtained free of charge from the following address: BBVE RE PLC, Third Floor, The Metropolitan Building, James Joyce Street, Dublin 1.

- F. Once the merger is complete the resulting *Societas Europaea*, BBVA RE SE, will have its registered office at Third Floor, The Metropolitan Building, James Joyce Street, Dublin 1.