



Gazette

ISSUE ID: 0000/2020/J/15
CROSS BORDER MERGER GAZETTE
04 November 2020

CRO GAZETTE, WEDNESDAY, 04th November 2020

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 28-Oct-20 AND 03-Nov-20							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
625168	Real Estate Services Investment Limited	CBM1	28/10/2020				

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 28 October 2020 of a proposed merger between the following companies:

Real Estate Services Investment Limited (registered in Ireland company number 625168) and

GE.INV. RE S.R.L. registered with the Italian Business Register, Company Registration Office, registration number RM1537755

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 10.00 am and 5.00 pm at the registered office of Real Estate Services Investment Limited, The Black Church , Saint Marys Place North, Dublin 7, D07 P4AX

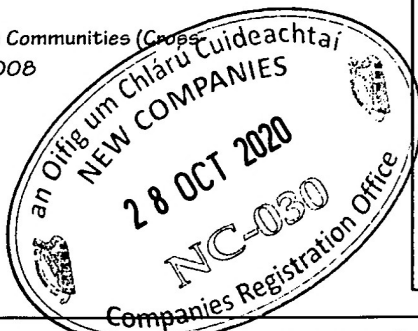
The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00 a.m and 5.00 pm at the registered office of Real Estate Services Investment Limited, The Black Church, Saint Marys Place North, Dublin 7, D07 P4AX

**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

625168



7587436

CRO receipt date stamp & barcode

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

Company name

in full

REAL ESTATE SERVICES INVESTMENT 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:

The Black Church, Saint Marys Place North,
Dublin 7, D07 P4AX

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

625168

Legal form and law which governs the company:

A private limited liability company incorporated
under 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

Domenico Furfano

Date

21/10/20

Presenter details

note four

Name

Address

Telephone number

Email

Person to whom queries can be addressed

Holohan Lane LLP

Suite 319, Capel Building, St. Marys Abbey,
Dublin 7

021 4300734

Fax number 021 4300911

john@holohanlaw.ie

Reference number JL

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:

The creditors of Real Estate Services Investment Limited ("Successor Company") are entitled to be heard at the final hearing of the Irish High Court to confirm the merger in accordance with Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) ("Irish Regulations").

Regulation 12 of the Irish Regulations (Purchase of Minority Shares) does not apply as the Successor Company is not a "Transferor Company" for the purposes of Regulation 12.

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:

The Black Church, Saint Mary's
Place North, Dublin 7, D07 PLAX

Particulars of other
merging companies

Name of Company:

GE. INV. RE S.R.L

The registered office of the company:

Rome, Via Barnaba Oriani n. 153
CAP 00197, Italy

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

A private company with Limited Liability
incorporated 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 Creditors
of GE. INV. RE. S.R.L will transfer to
the Successor Company on the legal
effective date of the merger by
operation of the Irish Regulations and
the provisions of articles 2505 et seq.
of the Italian Civil Code ("Italian Regulations")

G.E INV. RE S.R.L acknowledges that its
~~and~~ creditors may exercise their rights in
accordance with the applicable provisions
of the Italian Regulations.

G.E INV. RE S.R.L has only one member,
being the Successor Company

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:

Rome, Via Barnaba Oriani n. 153
CAP 00197, 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 Italian Business
Register, Company Registration Office,
Registration number RM 1537755

**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:

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

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

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

☐

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.

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