

CB01

Notice of a cross border merger involving a UK registered company



Companies House

☒ **What this form is for**
You may use this form
to give notice of a cross border
merger between two or more
limited companies (including a
UK registered company).

☐ **What this form is NOT for**
You cannot use this form to
give notice of a cross border
merger between companies outside
the European Economic Area (EEA).

TUESDAY



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A10

17/11/2020

#277

COMPANIES HOUSE

Part 1 Company details

Company number of
UK merging company

0 5 0 4 8 9 2 9

Company name in
full of UK merging
company

ROSEGOLD INVESTMENTS LIMITED

→ Filling in this form

Please complete in typescript, or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

Part 2 Merging companies

Please use **Section A1** and **Section B1** to fill in the details for each merging
company (including UK companies). Please use a CB01 continuation page to
enter the details of additional merging companies.

A1 Merging company details

Full company name

TONDO S.R.L.

Registered number

0 3 3 3 8 9 9 0 4 0 5

Please enter the registered office address.

Building name/number

66 Cap

Street

Via Volta

Como

Post town

Como

County/Region

Postcode

2 2 1 0 0

Country

Italy

Legal form
and law

S.R.L. ("Società a responsabilità limitata") - Limited Liability Company

Italian Law

Member state and
registry

Italy - Como Chamber of Commerce and Industry

Via Parini, 16, Como, Italy, 22100

1 Merging Company details

Please use Section B1 to enter
the details of the second merging
company.

2 Registered number

Please give the registered number
as it appears in the member
state registry.

3 Legal entity and governing law

Please enter the legal form and law
which applies to the company.

4 Member state and registry

For non-UK companies, please enter
the name of the member state and
the name and address of the registry
where documents are kept.

CB01

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B1**Merging company details¹**

| | |
|--|---|
| Full company name | ROSEGOLD INVESTMENTS LIMITED |
| Registered number ² | 0 5 0 4 8 9 2 9 |
| | Please enter the registered office address. |
| Building name/number | Unit 203, Second Floor, China House |
| Street | 401 Edgware Road |
| Post town | |
| County/Region | London |
| Postcode | N W 2 6 G Y |
| Country | United Kingdom |
| Legal form and law ³ | Private Limited Liability Company English Law |
| Member state and registry ⁴ | England - Companies House The Registrar of Companies for England and Wales |

1 Merging Company details

Please use a CB01 continuation page to enter the details of additional merging companies.

2 Registered number

Please give the registered number as it appears in the member state registry.

3 Legal entity and governing law

Please enter the legal form and law which applies to the company.

4 Member state and registry

For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

Part 3**Details of meetings⁵**

If applicable, please enter the date, time and place of every meeting summoned under regulation 11 (power of court to summon meeting of members or creditors).

Details of meeting

| | |
|-------|-----------------|
| Date | d d m m y y y y |
| Time | |
| Place | |

Details of meeting

| | |
|-------|-----------------|
| Date | d d m m y y y y |
| Time | |
| Place | |

Details of meeting

| | |
|-------|-----------------|
| Date | d d m m y y y y |
| Time | |
| Place | |

Details of meeting

| | |
|-------|-----------------|
| Date | d d m m y y y y |
| Time | |
| Place | |

5 Details of meetings

For additional meetings held under regulation 11, please use a CB01 continuation page.

CB01

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Part 4 Terms of merger and court orders

C1

Terms of merger

You must either:

- enclose a copy of the draft terms of merger;
- or,
- give details (below) of a website on which the draft terms are available. ①

Website address

| |
|--|
| |
| |
| |

① Draft terms of merger on a website

In order to be able to give notice of draft terms of merger on a website, the following conditions must be met:

- the website is maintained by or on behalf of the UK merging company;
- The website identifies the UK merging company;
- no fee is required to access the draft terms of merger;
- the draft terms of merger remain available on the website throughout the period beginning one month before and ending on the date of the first meeting of members.

C2

Court orders

If applicable, you must enclose a copy of any court order made where the court has summoned a meeting of members or creditors.

| |
|--|
| |
|--|

Part 5 Signature

D1

Signature

I am signing this form on behalf of the UK merging company.

Signature

Signature

X 

X

This form may be signed by a director of the UK merging company on behalf of the Board.

CB01

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Francesco Meduri**Company name **Fidlaw Ltd**Address **4th Floor, 2 Portman Street****Portman House**Post town **London**

County/Region

Postcode **W 1 H 6 D U**Country **United Kingdom**

DX

Telephone **020 7952 2260****Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number of the UK merging company match the information held on the public Register.
- ☐ You have completed the details of each merging company in Part 2.
- ☐ You have completed Part 3.
- ☐ You have completed Part 4 (if applicable).
- ☐ You have enclosed the relevant documents.
- ☐ You have signed the form in Part 5.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

**JOINT DRAFT TERMS OF MERGER BY SIMPLIFIED CROSS-BORDER
INCORPORATION (ART.18 D.LGS. N.108/2008) AND "THE COMPANIES
(CROSS-BORDER MERGERS REGULATION 2007)" OF WHOLLY OWNED
COMPANIES, DRAFTED PURSUANT TO ART.2501-ter C.C. AND ART.6
D.LGS. 30 MAY 2008 N.108 AND ART. 9 OF "THE COMPANIES (CROSS-
BORDER MERGERS REGULATION 2007)"**

The companies:

- TONDO S.R.L., a company governed by Italian law, with registered office in Italy, COMO (CO) Via Volta 66 Cap 22100, registered at the Chamber of Commerce of Como, Fiscal Code No. 03338990405 ('the **Transferee**'),

- ROSEGOLD INVESTMENTS LIMITED, a company governed by English law, whose registered office is at London, England, Unit 203, Second Floor, China House, 401 Edgware Road, NW2 6GY, registered at the Companies House, registration number 5048929, wholly owned by TONDO S.R.L., ('the **Transferor**');

Intend to carry out a cross-border merger pursuant to Directive 2005/56/EC, Italian Legislative Decree 108 of 30 May 2008 and the English regulation, 'The Companies (Cross-Border Mergers) Regulations 2007', as a result of which the Transferor will cease to exist and the Transferee will take over the Transferor's rights and obligations (including its assets and liabilities) and replace the Transferor in its contractual relationships and dealings prior to the merger. The Transferee company involved in the merger is fully owned by the Transferor so the simplifications provided for in art. 15 Directive 2005/56 / EC, Art. 18 D.Lgs. number 108 dated 30 May 2008 and art. 9 of the "The Companies (Cross Border Mergers) Regulations 2007" should be applied according to the Doctrine and Jurisprudence on this subject matter.

1. Identification of the companies taking part in the cross-border merger

THE TRANSFEE

| | |
|-------------------|--|
| Company name | TONDO S.R.L. |
| Type of company' | Limited Liability Company |
| Registered office | COMO (CO) Via Volta 66 Cap 22100 |
| Tax code | 03338990405 |
| n. di R.e.a. | CO – 332113 |
| Share Capital | Euro 10,000.00 |
| Governing law | Dlgs 30.5.2008 n. 108 pursuant to Directive 2005/56/CE; artt. 2501 ss Italian civil code |

| | |
|--------------------|---------------|
| Board of Director: | |
| Luigino Badioli | Sole Director |

| | |
|--|--|
| | |
|--|--|

| | | | |
|-------------------------------------|--|-------------|--|
| Auditors: n/a | | | |
| List of Members | | Tax Code | |
| ROSEGOLD INVESTMENTS LIMITED | | 92034020419 | 100% share capital holder - sole shareholder |

THE TRANSFEROR

| | |
|-------------------|--|
| Company name | ROSEGOLD INVESTMENTS LIMITED |
| Type of company' | Limited Liability Company |
| Registered office | LONDON |
| Company Number | 05048929 |
| Registered office | Unit 203, Second Floor, China House, 401 Edgware Road, London, NW2 6GY |
| Share Capital | £ 1,000 ordinary shares |
| Governing law | The companies (Cross-Border Mergers) Regulation 2007 |

Board of Director

| | |
|------------------|--|
| Sole Director | |
| Badioli, Luigino | |

| | | | |
|-------------------------|----------|--|--|
| List of Members - | Tax Code | | |
| BADIOLI, LUIGINO | | | |

2) Articles of association of the acquiring company

The company' TONDO S.R.L. was incorporated on 05/02/2003 by deed of dr. Ioli, Notary Public in Riccione and subsequent transformation into a limited liability company with the name of Tondo S.r.l. on May 2nd 2007 by deed of Dr. Cesare Licini with protocol number 31455/9613 and with share capital of €10,000 and active in the field of purchase, sale and management of real estate, the purchase and sale of equity investments, activities of various consultancies to companies.

The company' ROSEGOLD INVESTMENT LIMITED owns 100% of the share capital of the company' Tondo S.R.L. and this asset will be kept until the merger.

With the incorporation of the company' ROSEGOLD INVESTMENT LIMITED, the Transferee Tondo S.R.L. will keep the current memorandum and articles of association filed at the Italian Register of Companies without any amendment.

The share capital will not change. Both merging companies will retain their current legal form until the merger is completed.

The merging companies have not been dissolved or declared bankrupt, nor have they had any business recovery instruments in place.

3) Share exchange ratio and date of commencement of share participation

As it is a merger by incorporation of a wholly owned company, there is no exchange ratio between the shares of the Transferor and those of the Transferee, and consequently no cash adjustment.

4) *Method of allocation of shares/units of the Transferor*

As it is a case of a merger by incorporation of a wholly owned company, no method of allocating the shares of the Transferor shall be determined, and Consequently, it is not even necessary to establish the date from which the shares participate in the profits.

5) *The starting date of the effects of the merger, and the allocation of the transactions of the Transferor to the balance sheet of the Transferee.*

Pursuant to article 2504 bis, clause 3, c.c. and article 17 of The companies (Cross-Border Mergers) Regulation 2007, the effective date for accounting and tax purposes shall run from the date of last filing pursuant to art.2504-bis CC.

6) *Treatment of particular categories of members and holders of securities other than shares*

There is no special treatment planned.

7) *Proposed special advantages for the administrators of the merging companies*

There is no special advantage for administrators.

8) *Economic legal grounds for merger*

This is a merger by incorporation of a London-based company which wholly owns the Transferee. The merger operation is part of the operational reorganization that TONDO S.R.L. intends to carry out, rationalizing the activities also carried out through companies' subsidiaries. ROSEGOLD INVESTMENTS LIMITED, like the Transferee, has as its object the purchase and sale of real estate, as well as the management and rental of own real estate. The development of the activities within a single legal structure will allow a more efficient management and rationalization of the structure considering that the only asset is located in Italy. The aim of the reorganisation project is ultimately to develop and exploit the synergies of the merger in a single legal entity in order to:

- achieving organic management of activities
- greater flexibility at operational level
- to have a centralized financial management heading to a single subject, with the immediate benefit of a better use of the available resources, beyond to introduce itself in confronts of the credit system with a greater and solid company
- to achieve administrative simplification, such as the elimination of any activity linked to the relationships between the companies involved in the merger
- implement a reduction in administrative and corporate costs resulting from the simplification of existing corporate structures. In fact, the merger will make it possible to eliminate the duplication of corporate bodies and administrative and corporate administrations, such as, for example, the meetings of the Board of Directors, meetings, the preparation of annual accounts, thereby reducing fixed operating costs.

9) *Effects of the merger on the employees.*

This merger will have no effect on the employees, since at present and also on the date from which the merger will come into effect both companies (the Transferor and the Transferee) do not and will not have any employee.

10) Involvement of employees

Neither of the merging companies has employees, nor operates under an employee participation scheme.

11) Particular aspects

The merger in question represents ex art. 15 Directive 2005/56 art. 18, D.Lgs. no. 108/2008 and art. 9 "The Companies (Cross-Border Mergers) Regulation 2007" a simplified merger as it is "incorporation of a wholly-owned company" and will be characterized by significant procedural simplifications. In this regard, it should be noted that the shareholders of the Acquiring Company will act in a special meeting:

- to waive the 30-day period referred to in art. 2501-ter, from the filing of the draft terms of merger with the Register of Companies for the resolution of the shareholders' meeting on the *decision on the merger operation*;
- not to draw up the statement of financial position referred to in Article 2501-quarter;
- to waive the time limits laid down in Art. 2501-septies on filing of documents.

The members also noted that, pursuant to art. 18, paragraph 1, D.Lgs. no. 108/2008, since it is a merger by incorporation of 100% owned companies, the report of the experts referred to in art. 2501-sexies, c.c., and also in application of Reg.9(1) of "The Companies (Cross-Border Mergers) Regulation 2007".

Even if the operation follows a "simplified procedure", in accordance with the provisions of art. 18 D.Lgs. 108/2008 and art. 9 of "The Companies (Cross-Border Mergers) Regulation 2007", the administrative body of each company' party to the merger prepared the report referred to in art. 8 of Legislative Decree 108/2008 and art. 9(1) "The Companies (Cross-Border Mergers) Regulation 2007". The Transferee does not require the approval of the Shareholders' Meeting ex Reg. 13(3) "The Companies (Cross-Border Mergers) Regulation 2007".

12) Effects of the merger on creditors

As a result of the merger will be transferred to the Transferee TONDO S.R.L. all activities currently carried out by ROSEGOLD INVESTMENTS LIMITED that following the merger it will be extinguished'.

As a result of the merger, the creditors of the Transferor ROSEGOLD INVESTMENTS LIMITED may continue to enforce their claims against the Transferee TONDO S.R.L.

Since TONDO S.R.L. is wholly owned by ROSEGOLD INVESTMENTS LIMITED, there are no minority shareholders who can claim rights because of the merger.

13) Effective date of merger

Since the merger takes place through cross-border incorporation and the Transferee is an Italian company, in accordance with the provisions of art. 12 Directive 2005/56/EC and art. 15 Legislative Decree no. 108/2008, the merger will be effective with the registration of the deed of merger in the Register of Companies of the place where the Acquiring Company has its registered office.

14) Other information

All activities and passivity of the Transferor will be transferred to the Transferee. In particular, tangible fixed assets and investments entered in the balance sheet and all liabilities. The existing assets will be transferred, the receivables at expected realisable value and the payables at settlement value.

The financial statements as at 31 December 2019 have been used to define the terms of the merger. The assets and liabilities that are transferred to the Acquiring Company are shown in the financial statements as of December 31st 2019 and are valued using international accounting standards. Since TONDO S.R.L. is wholly owned by ROSEGOLD INVESTMENTS LIMITED, there are no minority shareholders who can claim rights as a result of the merger.

it is intended to proceed with the publication on the Official Gazette of the information requested by Art. 7 letter C) of D.Lgs. no. 108/2008.

It is also known that the creditors of the companies' parties to the merger may object to the merger within 30 days from the registration with the register of companies competent of the of the meeting of merger, as required by art. 2503 and 2505 quarter of the Italian Civil Code.

Any information about the merger can be requested free of charge by email at the pec address:

This draft terms of merger were drawn up in both Italian and English and signed by the sole directors of both companies involved in the merger.

12 November 2020

TONDO S.R.L.
Luigino Badioli

For ROSEGOLD INVESTMENTS LIMITED
Luigino Badioli
