

**In the Matter of**  
**THE EUROPEAN UNION (CROSS-BORDER CONVERSIONS, MERGERS AND DIVISIONS)**

**REGULATIONS 2023**

**APEX GROUP DEPOSITARY SERVICES IRELAND LIMITED**

**INDICATION OF THE ARRANGEMENTS FOR THE EXERCISE OF THE RIGHTS OF**

**EMPLOYEES, CREDITORS AND MEMBERS OF THE PROPOSED MERGING COMPANY**

**1 Background**

1.1 Apex Group Depositary Services Ireland Limited, a private company limited by shares incorporated in Ireland with company registration number 673598 and its registered office at Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, D01 P767, Ireland (the “**Company**”) intends to effect cross-border mergers by acquisition (collectively, the “**Merger**”) pursuant to the European Union (Cross-Border Conversions, Mergers and Divisions) Regulations 2023 (the “**Irish Merger Regulations**”) such that it shall be a ‘cross border merger’ within the meaning of Regulation 25 of the Irish Merger Regulations. Pursuant to the Merger, European Depositary Bank S.A., a company registered in Luxembourg with company registration number B10700 and a registered address at 9a, Rue Gabriel Lippmann, L - 5365 Munsbach, Grand Duchy of Luxembourg (the “**Successor Company**”), will acquire all the assets and liabilities of the Company and EDB Custodial Services Limited, a private company limited by shares incorporated in Ireland with company registration number 430806 and its registered address at Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Ireland (“**EDBCSL**”), with all rights and obligations attached thereto, and the Company and EDBCSL will each dissolve without conducting a separate procedure for their respective terminations (liquidations) pursuant to the Law of 10 August 1915 on commercial companies, as amended, and the Irish Merger Regulations.

1.2 A copy of the draft terms of merger drawn up and adopted by the board of directors of the Company in accordance with Regulation 28 of the Irish Merger Regulations in respect of the Merger (the “**Common Draft Terms**”), a copy of the notice required by Regulation 33(1)(b) of the Irish Merger Regulations (which informs the member, creditors and employees of the Company that they may submit to the Company, no later than 5pm on 11 October 2024, comments concerning the Common Draft Terms) and a completed Form CBM1 which were delivered on 12 September 2024 to the Registrar of Companies for registration and a copy of the Common Draft Terms and Form CBM1 may be obtained, on request, from the Registrar of Companies at the Irish Companies Registration Office, Gloucester Place Lower, Mountjoy, Dublin, D01 C8P4 or accessed online at <https://core.cro.ie/>.

**2 Indication on the arrangements for the exercise of rights of employees of the Company**

As the Company has no employees, no arrangements have been made for the exercise of rights of employees of the Company. Further details in relation to the implications of the Merger and employees can be found in clause 7 of the Common Draft Terms.

### **3 Indication on the arrangements for the exercise of rights of creditors of the Company**

- 3.1 Upon the Merger becoming effective, all assets and liabilities of the Company and EDBCSL shall become those of the Successor Company. As a result, creditors of the Company and EDBCSL immediately prior to the Merger will constitute creditors of the Successor Company following implementation of the Merger, and their rights as creditors of the Company and EDBCSL, as applicable, will not be affected as a result of the Merger. As the Company, EDBCSL and the Successor Company are solvent in all respects as at 12 September 2024 (being the date of the Common Draft Terms), it is not envisaged that the rights of the creditors of either the Company, EDBCSL or the Successor Company will be adversely affected by the Merger.
- 3.2 Where a creditor of the Company who was entitled to a debt or claim against the Company on 12 September 2024 is (a) dissatisfied with the safeguards offered to creditors in the Common Draft Terms and (b) can credibly demonstrate that, due to the Merger, the satisfaction of the creditor's claim is at stake and that the creditor has not obtained adequate safeguards from the Company in this regard, the creditor may apply to the High Court of Ireland within 3 months of 12 September 2024. The Company requests that any such creditor who wishes to make such an application sends notice of their intention to do so, in writing, to Apex Group Depository Services Ireland Limited, Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, D01 P767, Ireland by no later than 5.00pm (Irish time) on 12 December 2024.
- 3.3 Where a creditor of the Company who was entitled to a debt or claim against the Company prior to the effective time of the Merger can credibly demonstrate that due to the Merger, the satisfaction of their claims is at stake, and that no adequate safeguards have been obtained from the Company, they may apply, in accordance with Article 1021-9 of the 1915 Law, within two (2) months of such effective time, to the judge presiding the chamber of the Tribunal d'Arrondissement dealing with commercial matters in the district in which the registered office of the debtor company is located and sitting as in commercial and urgent matters, to obtain adequate safeguards of collateral for any matured or unmatured debts.
- 3.4 Further information in relation to the implications of the Merger for creditors can be found in clause 15 of the Common Draft Terms.

### **4 Indication on the arrangements for the exercise of rights of the member of the Company**

The sole shareholder of the Company at the date of the Common Draft Terms is Apex Group Hold Co (UK) Limited (the "**AGDSIL Shareholder**"). The sole member of the Company at the effective time of the Merger will be the Successor Company. There are no minority shareholders in the Company currently and there will not be any minority shareholders in the Company at the effective time of the Merger.

The Common Draft Terms is available for inspection by the AGDSIL Shareholder and the Successor Company between the hours of 9.00 am and 5.30 pm on any day, other than a Saturday, Sunday or public holiday, at the Company's registered office at Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, D01 P767, Ireland.

Further details in relation to the implication of the Merger for the member can be found at clause 14 of the Common Draft Terms.

**5 Further information on the arrangements for the exercise of rights of creditors, employees and minority shareholders of the Company, EDBCSL or the Successor Company**

Full information on the arrangements made for the exercise of the rights of creditors, employees (if any) and minority shareholders (if any), of the Company, EDBCSL or the Successor Company may be obtained free of charge from the relevant registered office of the Company, EDBCSL or the Successor Company, as detailed in this form. Applications for this information with respect to the Company should be made to Apex Group Depositary Services Ireland Limited, Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, D01 P767.