

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# ***Gazette***

**ISSUE ID: 0002009/1/27**

**SOCIETAS EUROPAEA SUBMISSIONS**

**RECEIVED BETWEEN**

**24-JUN-09 AND 02-JUL-09**

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 Regulation that draft terms of merger were filed in the CRO on 24 June 2009, indicating that JHCBM public limited company will be merged into James Hardie Industries N.V. (a company formed and registered in the Netherlands with registered number 34106455 and registered office at Atrium, 8<sup>th</sup> Floor Strawinskylaan 3077, 1077 ZX Amsterdam, The Netherlands) under Article 2(1) of the Council Regulation thereby forming a Societas Europaea, which will be registered in the Netherlands. The following particulars, having been supplied to the Registrar of Companies with the said draft terms of merger, are hereby published by him as required by Article 21 of Council Regulation (EC) No. 2157/2001:

- A. JHCBM public limited company is registered in Ireland with registered number 471542 and registered office at Arthur Cox Building, Earlsfort Terrace, Dublin 2.

James Hardie Industries N.V. is registered in the Trade Register of Amsterdam with registered number 34106455 and registered office at Atrium, 8th Floor Strawinskylaan 3077, 1077 ZX Amsterdam, The Netherlands.

- B. JHCBM public limited company maintains its company filings in the Companies Registration Office in accordance with Article 3(2) of Directive 68/151/EEC. James Hardie Industries makes its company filings in the Amsterdam Trade Register in accordance with Article 3(2) of Directive 68/151/EEC.

- C. JHCBM public limited company does not have any creditors.

James Hardie Industries N.V. - under Dutch law, Creditors of James Hardie Industries N.V. may oppose the merger by petitioning the Dutch Courts (and specifying the extra security they require as a result of the merger) for up to one month after the day on which all the merging entities have given notice of the filing of the merger proposal. If the Creditors' claim is sufficiently secured or if the financial condition of the SE after the merger provides not less security for satisfaction of the claim than previously, the requested security may not be granted.

- D. Minority Shareholders of the JHCBM plc (Company Number 471542) shall be entitled to have their shares bought from them by the acquiring company, James Hardie Industries N.V., at a price of EUR 1.00 per share.

Minority Shareholders of James Hardies Industries N.V. are protected pursuant to Dutch Law. An Accountant must examine the Merger proposal and certify whether in his opinion the share exchange ratio is reasonable.

Full information on the arrangements made for the exercise of the rights of creditors and of any minority share holders of the merging companies, may be obtained free of charge from the following address:  
Arthur Cox, Earlsfort Centre, Earlsfort Tce, Dublin 2.

- E. Once the merger is complete the resulting Societas Europaea, James Hardie Industries SE, will have a registered office at Atrium, 8<sup>th</sup> Floor Strawinskylaa, 3077, 1077 ZX Amsterdam, The Netherlands.

Registrar of Companies

# **INDEX OF SUBMISSION TYPES**

SE18      Draft terms of merger of Irish registered public limited company with non-Irish public limited company(ies) to form Societas Europaea which will be registered otherwise than in Ireland

## CRO GAZETTE, FRIDAY, 3rd July 2009

SOCIETAS EUROPAEA (SE) SUBMISSIONS RECEIVED BETWEEN 24-JUN-09 AND 02-JUL-09							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
471542	JHCBM Public Limited Company	SE18	24/6/2009				