

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

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CROSS BORDER MERGER GAZETTE

4th September 2019

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 29 August 2019 of a proposed merger between the following companies:

Globalia Lease Finance Seven Limited (registered in Ireland company number 558343) and

León Activos Aeronáuticos, S.L.

Registered with the Commercial Registry of Majorca (volume 2338, folio 182,page PM-61764)

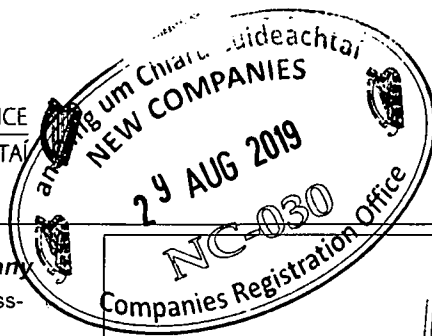
The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

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 9.30am and 5.00 pm at the registered office Globalia Lease Finance Seven Limited, Riverside One, Sir Joh Rogerson's Quay, Dublin 2, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of Globalia Lease Finance Seven Limited, Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland

Registrar of Companies



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



CRO receipt date stamp

Company number

5	5	8	3	4	3	
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Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name
in full

Globalia Lease Finance Seven 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:

Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland

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

5	5	8	3	4	3
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Legal form and law which governs the company:

Private company limited by shares under the Companies Act 2014 and governed by Irish law.

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
Robert Burke

Name in block letters or typescript
ROBERT BURKE

Date
28/8/19

Presenter details
note four

Person to whom queries can be addressed		
McCann FitzGerald		
Riverside One, Sir John Rogerson's Quay, Dublin 2		
01 829 0000	Fax number	01 829 0010
inquiries@mccannfitzgerald.ie	Reference number	302002.0022/SYD

Name
Address
Telephone number
Email

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 company's sole shareholder is Globalia Corporación Empresarial, S.A., so there are no minority shareholders in the company.
If the merger becomes effective, all rights and obligations of the creditors of the company will transfer to León Activos Aeronáuticos, S.L. by operation of law under Regulation 19 to the European Communities (Cross Border Merger) Regulations 2008 (as amended).
Globalia Corporación Empresarial, S.A. is also the sole shareholder of León Activos Aeronáuticos, S.L. The rights of the shareholder and the creditors of León Activos Aeronáuticos, S.L. will be unaffected by the merger.

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:

Riverside One
Sir John Rogerson's Quay
Dublin 2
Ireland

Particulars of other merging companies

Name of Company:

León Activos Aeronáuticos, S.L.

The registered office of the company:

Carretera El Arenal a Lluçmajor
Km. 21.5, Lluçmajor
Cala Blava (Balears), Spain

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

Private company limited by shares governed by Spanish law.

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

The company's sole shareholder is Globalia Corporación Empresarial, S.A., so there are no minority shareholders in the company
If the merger becomes effective, all rights and obligations of the creditors of Globalia Lease Finance Seven Limited will transfer to the company by operation of law under Regulation 19 to the European Communities (Cross Border Merger) Regulations 2008 (as amended).
Globalia Corporación Empresarial, S.A. is also the sole shareholder of Globalia Lease Finance Seven Limited. The rights of the shareholder and the creditors of León Activos Aeronáuticos, S.L. will be unaffected by the merger.

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:

Carretera El Arenal a Lluçmajor
Km. 21.5, Lluçmajor
Cala Blava (Balears), Spain

If the Company is an Irish Company, information relating to the Company is kept by the Registrar under registered number:

note one

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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:

Commercial Registry of Majorca (volume 2338, folio 182, page PM-61764)

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 bankdrafts 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