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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

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CROSS BORDER MERGER GAZETTE

6th June 2018

European Communities (Cross Border Merger) Regulations 2008

Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 24 May 2018, concerning the proposed merger between the following companies:

BS&B Holdings Limited (registered in Ireland Company No.403473 and

Lir International Limited registered with the RCS Luxembourg under number B 160.875

A copy of the court order is attached.

Registrar of Companies



THE 21 DAY OF MAY 2018

BEFORE MS JUSTICE O'REGAN

IN THE MATTER OF AN APPLICATION UNDER REGULATION 14 OF
THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)
REGULATIONS 2008 (AS AMENDED)

AND IN THE MATTER OF
BS&B HOLDINGS LIMITED

AND IN THE MATTER OF
LIR INTERNATIONAL LIMITED

Applicants



Upon Motion of Counsel for the Applicants pursuant to a Notice of Motion dated 24 April 2018 for the following reliefs:

1. Subject to compliance with the directions of this Honourable Court sought below, an order pursuant to Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations"), confirming scrutiny of the legality of the cross-border merger as regards that part of the procedure which concerns the completion of the cross-border merger as between the Applicants herein on such date as the Court appoints, the said cross-border merger being in accordance with the common draft terms of merger dated 22 March 2018 and entered into by the First Applicant and signed and dated by a director on behalf of the Board of Directors of the First Applicant and entered into by the Second Applicant and signed and dated by a manager on behalf of the Board of Managers of the Second Applicant;
2. Such further or other directions as this Honourable Court considers appropriate as to the manner and means by which the Court can be satisfied that it is appropriate to grant an order pursuant to Regulation 14 of the Regulations as referred to at paragraph 1 above;

3. Liberty to apply; and
4. Further or other relief.

And on reading said Notice of Motion, the Affidavit of Niall Considine sworn on 18 April 2018 and the exhibits referred to in said Affidavit, the Supplemental Affidavit of Niall Considine sworn on 9 May 2018 and the exhibits referred to in said Supplemental Affidavit and the Second Supplemental Affidavit of Niall Considine sworn on 18 May 2018

And the Court being satisfied that the Applicants have complied with the requirements prescribed by Regulations 14 to 16 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended)

And on hearing said Counsel

IT IS ORDERED

1. That pursuant to Regulation 14(1) of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) in respect of the proposed merger between the Applicants, the Court hereby confirms scrutiny of the legality of the said cross-border merger.
2. That pursuant to Regulation 14(4) of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) and Order 75 Rule 22(4) of the Rules of the Superior Courts 1986 the Effective Date and time of the Merger shall be 31 May 2018 at 00:01 GMT.
3. That there be no order as to costs.

And the Court doth direct pursuant to Order. 75 Rule 22(5) of the Rules of the Superior Courts 1986 and for the purposes of Regulation 17 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) that an attested copy of this Order is sent to the Registrar of Companies by pre-paid registered post.

And the Court doth grant the Applicants liberty to apply.




PAUL COSGRAVE

REGISTRAR

Perfected : 21 MAY 2018

Maguire McNeice Solicitors

Solicitors for the Applicants

A COPY WHICH I ATTEST

FOR REGISTRAR