



Gazette

ISSUE ID: 0000/2020/J/11
CROSS BORDER MERGER GAZETTE
09th September 2020

CRO GAZETTE, WEDNESDAY, 09th September 2020

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 02-Sept-20 AND 08-SEPT-20							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
660599	Deutsche SBD Holdings Limited	CBM1	03/09/2020				

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 2 September 2020 of a proposed merger between the following companies:

Deutsche SBD Holdings Limited (registered in Ireland company number 660599) and

Black & Decker Holdings GMBH

Registered with Wiesbaden Commercial Register under registration number 18704

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 9.30 am and 5.00 p.m at the registered office of Deutsche SBD Holdings Limited, 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30 a.m and 5.00 p.m. at the registered office of Deutsche SBD Holdings Limited, 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland.

Registrar of Companies

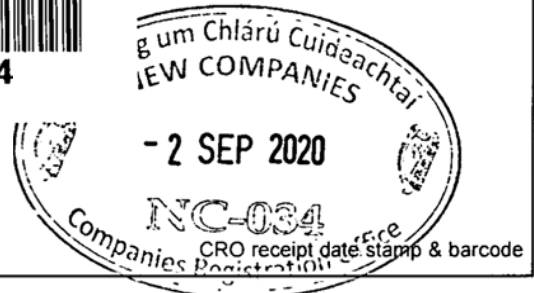


Draft terms of formation of Cross-Border Merger involving an Irish registered company

Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008



7578724



Company number

6 6 0 5 9 9

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name

in full

Deutsche SBD Holdings 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:

6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland

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

6 6 0 5 9 9

Legal form and law which governs the company:

Private company limited by shares under the Companies Act 2014

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

Name in block letters or typescript

M. UREIMER

Date

21/08/2020

Presenter details

note four

Person to whom queries can be addressed

Name

William Fry

Address

2 Grand Canal Square, Dublin 2, D02 A342

Telephone number

01 639 5000

Fax number 01 639 5333

Email

hannah.cowley@williamfry.com

Reference number 023958.0003

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:

Please see Part 1 of the attached Continuation Sheet.

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:

Deutsche SBD Holdings Limited, 6th Floor, 2 Grand Canal Square, Dublin 2
D02 A342, Ireland

Particulars of other
merging companies

Name of Company:

Black & Decker Holdings GmbH

The registered office of the company:

Black & Decker Straße 40, 65510 Idstein, Germany

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

Limited liability company formed under the laws of Germany and governed by
German law

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

Please see Part 2 of the attached Continuation Sheet.

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:

Black & Decker Straße 40, 65510 Idstein, Germany

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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:

Registration number: HRB 18704

Register: Wiesbaden commercial register

Particulars of other merging companies

Name of Company:

N/A

The registered office of the company:

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

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

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

[illegible]

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:

☐

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:

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 bank drafts 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

DEUTSCHE SBD HOLDINGS LIMITED

Attachment to Form CBM1

Part 1

"A general meeting of the members of Deutsche SBD Holdings Limited (the "**Company**") will be held to consider and approve the proposed cross-border merger between the Company and the other merging company, Black & Decker Holdings GmbH ("**BD GmbH**") (the "**Merger**"), pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 as amended (the "**Regulations**"). All members of the Company shall be permitted to inspect the relevant merger documents including the common draft terms of merger at the registered office of the Company. If the Merger becomes effective, all assets and liabilities of BD GmbH will transfer to the Company by operation of law pursuant to the Regulations. As the Company is the sole shareholder of BD GmbH, no share exchange will take place as a result of the Merger and no new shares will be issued in the Company. As the Company is a single member company, no provisions have been made pursuant to Regulation 12 of the Regulations, for minority shareholders. It is not anticipated that the creditors of the Company will be prejudiced by the Merger"

Part 2

"Creditors of the merging parties that file a claim (including the reason for and the extent of the claim) in writing within six months of the day on which the registration of the merger within the Commercial Register Wiesbaden has been published in accordance with Section 19 UmwG, shall be provided security in accordance with Sections 122a para. 2; 22 UmwG as long as they are not entitled to demand satisfaction of their claim. Creditors are only given such right under Sections 122a para. 2, 22 para. 1 UmwG where they show credibly that the merger endangers the satisfaction of their claim. Creditors will be notified regarding these rights within the publication of the registration of the merger in the Commercial Register of Black & Decker Holdings GmbH at the local court Wiesbaden under Sections 122a para. 2, 22 para. 1 UmwG. Under Sections 122a para. 2, 22 para. 1 UmwG, creditors are not entitled to demand for the provision of security in case they are entitled – in the case of insolvency – to satisfaction out of a covering fund that is set up in accordance with the legal provisions for their protection and that is supervised officially.

Creditors of Black & Decker Holdings GmbH can obtain information about the means of exercising of their rights free of charge at Black-&-Decker-Str. 40, 65510 Idstein, Germany.

Since Black & Decker Holdings GmbH is a single member company, no provisions have been made for minority shareholders."