

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 00002017/J/44

CROSS BORDER MERGER GAZETTE

1st November 2017

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 24-OCT-17 AND 31-OCT-17							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
77016	Spotless Laundry Ireland Limited	CBM1	24/10/2017				
525086	Aspen Pharma Ireland Limited	CBM1	26/10/2017				

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 24 October 2017 of a proposed merger between the following companies:

Spotless Laundry Ireland Limited (registered in Ireland Company number 77016) and

Henkel AG & Co KGaA

Registered with the Commercial Register Local court of Düsseldorf under number HRB 4724.

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

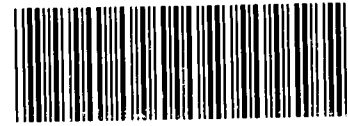
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00am and 5.00 pm at the registered office of Spotless Laundry Ireland Limited, Company Number 77016, 70 Sir John Rogerson's Quay, Dublin 2, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 5.00 pm at the registered office of Spotless Laundry Ireland Limited, 70 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



6242120

CRO receipt date stamp & barcode

Company number

77016

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

Company name

in full

Spotless Laundry Ireland 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:

70 Sir John Rogerson's Quay, Dublin 2, Ireland

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

77016

Legal form and law which governs the company:

Private company limited by shares governed by Parts 1 to 15 of 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*

Dr. Michael J. Schmitt

Date

16 Oct 2017

Presenter details

note four

Person to whom queries can be addressed

Name

Matheson

Address

70 Sir John Rogerson's Quay, Dublin 2

Telephone number

01 232 2000

Fax number 01 232 2333

Email

matheson@matheson.com

Reference number RMD/DSW 1404/50

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:

Pursuant to Regulation 11 of the European Communities (Cross-Border Merger) Regulations 2008, as amended (the "Regulations"), shareholder approval of the Company is not required as the transferor company in a merger by absorption.
Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company is a wholly owned subsidiary of Henkel AG & Co KGaA. ("HKGaA")
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.
The rights and obligations of the Company will transfer to HKGaA pursuant to the Regulations and applicable German Law.

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:

Spotless Laundry Ireland Limited
70 Sir John Rogerson's Quay, Dublin 2, Ireland

Name of Company:

Henkel AG & Co KGaA

The registered office of the company:

Henkelstrasse 67, 40589, Düsseldorf, Germany

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

A partnership limited by shares incorporated under the laws of Germany.

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

The rights and obligations of the Company will transfer to HKGaA pursuant to the Regulations and applicable German laws.
Since HKGaA holds all the shares in the Company, a shareholder meeting of HKGaA will only be required to be called pursuant to Sec. 62 para 3 German Reorganisation Act (UmwG) if at least 5% of the shareholders of HKGaA were to request the calling of a shareholder meeting to pass a resolution on the Merger. Following confirmation as to whether a shareholder meeting of HKGaA is required, the Company will in due course apply to the Irish High Court for the issuance of a pre-merger certificate.
Creditors of HKGaA are entitled under UmwG to collateral in the event they have in writing recorded their claim for its reason as well as the amount (Sec. 122 para. 2, 22 UmwG) within 6 months following the date on which the registration of the Merger with the registry of HKGaA is deemed to be announced (Sec. 122a para. 2, Sec. 19 para. 3 UmwG).

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:

Henkelstrasse 67, 40589, Düsseldorf, Germany

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:

Registergericht Düsseldorf: HRB 4724

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

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 26 October 2017 of a proposed merger between the following companies:

Aspen Pharma Ireland (registered in Ireland Company number 525086) and

Aspen Europe GMBH

Registered with the Commercial Register of the local court under HRB 212474

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 10.00am and 5.00 pm at the registered office of Aspen Pharma Ireland Limited, One George's Quay Plaza, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 5.00 pm at the registered office of Aspen Pharma Ireland Limited, One George's Quay Plaza, Dublin 2.

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



6245395

CRO receipt date stamp & barcode

Company number

5 2 5 0 8 6

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

Company name

in full

Aspen Pharma Ireland 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:

One George's Quay Plaza, Dublin 2

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

5 2 5 0 8 6

Legal form and law which governs the company:

Private company limited by shares and incorporated under the laws of Ireland

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*

ALAN QUINN

Date

23/10/17

Presenter details

note four

Person to whom queries can be addressed

Name

Eversheds Sutherland

Address

One Earlsfort Centre

Earlsfort Terrace, Dublin 2

Telephone number

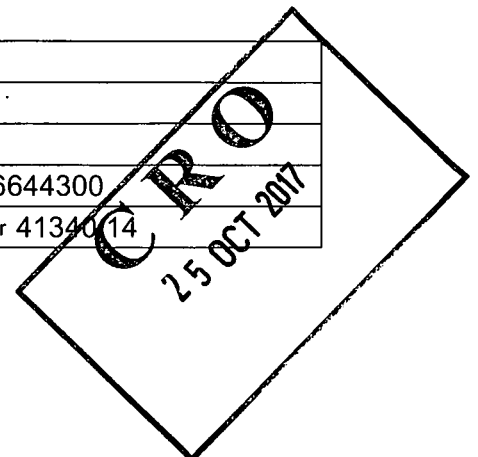
016644200

Fax number 016644300

Email

info@eversheds-sutherland.ie

Reference number 4134014



Particulars of other merging companies

Name of Company:

Aspen Europe GmbH

The registered office of the company:

Montgelastraße 14, 81679 Munich, Germany

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

A company with limited liability and incorporated under the laws of Germany with its seat in Munich, Germany

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

Please see 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:

Montgelastraße 14, 81679 Munich, Germany

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

note one [] [] [] [] [] [] [] [] [] []

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:

Registered with the commercial register of the Munich local court under HRB 212474

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.

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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.

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note five Where space is considered inadequate, a continuation sheet should be completed, in the same format as the relevant section.

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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

CONTINUATION SHEET

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

Neither Aspen Europe GmbH, as Transferor company, nor Aspen Pharma Ireland Limited, as Successor company, have any minority members as each entity has just one shareholder. It is proposed that the sole shareholder of each entity will, in due course, approve the cross border merger in accordance with the respective national provisions of law applicable in each case.

In accordance with Regulation 19 of the European Communities (Cross Border Merger) Regulations 2008, S.I. No. 157 of 2008 (the "**Irish Regulations**"), on completion of the merger, all assets and liabilities of Aspen Europe GmbH are transferred to Aspen Pharma Ireland Limited. Therefore, Aspen Pharma Ireland Limited will, by virtue of Regulation 19 of the Irish Regulations and pursuant to Sec. 122a para. 2 in connection with Sec. 20 para. 1 no. 1 of the German Transformation Act, assume liability for all of the obligations of Aspen Europe GmbH to its creditors. The creditors of Aspen Europe GmbH shall be informed of the merger by way of a publication of an announcement under www.handelsregisterbekanntmachung.de and such announcement includes a notice regarding procedures for the exercise of the rights of such creditors. Furthermore, in accordance with Regulation 15 of the Irish Regulations, a creditor of Aspen Pharma Ireland Limited who, at the date of the publication of the merger is entitled to any debt or claim against Aspen Pharma Ireland Limited, is entitled to be heard in relation to the confirmation by the court scrutinising the merger.

Aspen Pharma Ireland Limited is a company incorporated in Ireland and subject to suit in its own name amenable to the jurisdiction of the courts of Ireland.