

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:0000/2019/J/15

CROSS BORDER MERGER GAZETTE

10th April 2019

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 02-APR-19 AND 09-APR-19							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
518160	Fortum Finance Ireland Designated Activity Company	CBM1	04/04/2019				
633389	Steris Emerald IE Limited	Court order	04/04/2019				

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 4 April 2019 of a proposed merger between the following companies:

Fortum Finance Ireland Designated Activity Company (registered in Ireland company number 518160) and

Fortum Project Finance NV

Registered with the Belgian Crossroads Bank for Enterprises. Registration number 0879.310.740

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

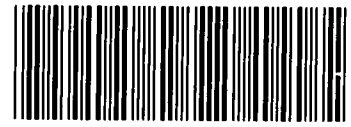
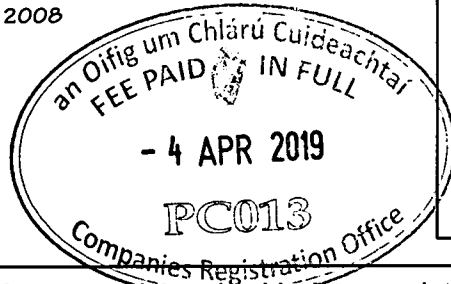
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00 am and 5.00 pm at the registered office of Fortum Finance Ireland Designated Activity Company, Shannon Airport House, Shannon Industrial Estate, Shannon, Co.Clare.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00 a.m and 5.00 pm at the registered office of Fortum Finance Ireland Designated Activity Company, Shannon Airport House, Shannon Industrial Estate, Shannon, Co.Clare.

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



6307365

CRO receipt date stamp & barcode

Company number

5 1 8 1 6 0

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

Company name

in full

Fortum Finance Ireland Designated Activity Company

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:

Shannon Airport House, Shannon Industrial Estate,
Shannon, Co. Clare.

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

5 1 8 1 6 0

Legal form and law which governs the company:

Designated Activity Company limited by shares
Irish 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*

John Turner

Date

2nd April 2019

Presenter details

note four

Person to whom queries can be addressed

Name

A&L Goodbody

Address

IFSC, North Wall Quay, Dublin 1

Telephone number

01 649 2600

Fax number 01 649 2649

Email

adooley@algoodbody.com

Reference number 01428046

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:

Creditors of Fortum Finance Ireland DAC may exercise their rights under Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 as amended and supplemented (the "Regulations")
Regulation 12 of the Regulations (Purchase of Minority Shares) does not apply as Fortum Finance Ireland DAC is not a transferor company

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:

Fortum Finance Ireland DAC
Shannon Airport House
Shannon Industrial Estate
Shannon, Co. Clare

Particulars of other merging companies

Name of Company:

Fortum Project Finance NV

The registered office of the company:

Uitbreidingstraat 84 box 3, 2600 Antwerp, Belgium

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

Public Limited Company incorporated under and governed
by the laws of Belgium

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 creditors will transfer to Fortum Finance
Ireland DAC pursuant to Regulation 19 of the Regulations
Fortum Project Finance NV will only have one shareholder at the time the
shareholders general meeting is convened to approve the common draft
terms of merger. There will be no minority shareholders.

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:

Fortum Project Finance NV
Uitbreidingstraat 84 box 3
2600 Antwerp, Belgium

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: 0879.310.740
Register: Belgian Crossroads Bank for Enterprises

Particulars of other merging companies

Name of Company:

The registered office of the company:

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*

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

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 4 April 2019, concerning the proposed merger between the following companies:

Steris Emerald IE LIMITED (registered in Ireland Company No.633389 and

Steris Emerald UK Ltd Registered with Companies House, 4 Abbey Street, Westminster London, SW1P 2HT. Company number 11629557.

A copy of the court order is attached.

Registrar of Companies



6414819

THE HIGH COURT

COMMERCIAL

2019 No. 54 COS

(2019 No. 31 COM)

TUESDAY THE 26th DAY OF MARCH 2019

BEFORE MR JUSTICE HAUGHTON

IN THE MATTER OF AN APPLICATION UNDER REGULATION 13 OF THE
EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS

2008 (SI 157/2008)

AND

IN THE MATTER OF STERIS EMERALD IE LIMITED

AND

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

2008 (SI 157/2008)

AND

IN THE MATTER OF STERIS EMERALD IE LIMITED AND STERIS EMERALD

UK LTD

The Motion of Counsel for STERIS Emerald IE Limited (the “**Company**”) and STERIS Emerald UK Ltd (collectively the “**Merging Companies**”) pursuant to Originating Notice of Motion filed on the 15th day of February 2019 seeking 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 proposed cross-border merger between the Merging Companies as regards that part of the merger procedure which concerns the completion of the cross-border merger coming on for hearing this day in the presence of Counsel for the Merging Companies



THE HIGH COURT

And upon reading the said Notice of Motion, the Affidavit of Brendan Colgan filed on the 20th day of March 2019, and the Affidavit of John Adam Zangerle filed on the 20th day of March 2019 and the documents and exhibits therein referred to, including a copy of the "*Irish Independent*" newspaper, a copy of the "*Irish Times*" newspaper, a copy of the "*International Edition of the Financial Times*" newspaper, and a copy of the "*Iris Oifigiuil*" publication, all of the 1st day of March 2019 and each containing an advertisement of the day and time appointed for the hearing of the said Notice of Motion herein

And the said Notice of Motion herein having originally come on for hearing on Friday, the 22nd day of March 2019 at 10.30 am and adjourned to today's date

And on hearing said Counsel for the Merging Companies

And no other person attending on behalf of any creditor, member or other interested party of the Merging Companies

The Court doth make an Order pursuant to Regulation 14 of the Regulations confirming scrutiny of the legality of the proposed cross-border merger between the Merging Companies as regards that part of the merger procedure which concerns the completion of the cross-border merger

And **IT IS FURTHER ORDERED** that the date and time on which the above merger is to have effect be set as the 28th day of March 2019 at 23:59 (Irish Standard Time).

Liberty to the Merging Companies to apply

Marie O'Carroll

REGISTRAR

Perfected the 26th March 2019

Matheson Solicitors for the Merging Companies

A COPY WHICH I ATTEST
Marie O'Carroll
.....
FOR REGISTRAR