



Gazette

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CROSS BORDER MERGER GAZETTE
12 May 2021

CRO GAZETTE, WEDNESDAY, 12 May 2021

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 5-MAY-21 AND 11-MAY-21							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
312910	Northumbria Finance Designated Activity Company	CBM1	05/05/2021				

European Communities (Cross Border Merger) Regulations 2008

(Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 5 May 2021 of a proposed merger between the following companies:

Northumbria Finance Designated Activity Company (registered in Ireland company number 312910) and

Egger Holzwerkstoffe GMBH

Registered with Company Register of the Provincial Court Innsbruck as Commercial Court , Austria. Company Number FN74729x

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 p.m at the registered office of Northumbria Finance Designated Activity Company, 4th Floor, 25-28 Adelaide Road, Dublin 2, Ireland, D02 RY98

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 p.m. at the registered office of Northumbria Finance Designated Activity Company, 4th Floor, 25-28 Adelaide Road, Dublin 2, Ireland, D02 RY98.

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

Company number

3 1 2 9 1 0

SR 249362



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

Company name

in full

NORTHUMBRIA FINANCE 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:

4th Floor, 25-28 Adelaide Road, Dublin 2, Ireland, D02 RY98

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

3 1 2 9 1 0

Legal form and law which governs the company:

DAC - Designated Activity Company (Limited By Shares)

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

LENKA LYONS

Date

13/04/2021

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

info@williamfry.com

Reference number 027331.0001.MDQ

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 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:

Northumbria Finance Designated Activity Company,
4th Floor, 25-28 Adelaide Road, Dublin 2, Ireland, D02 RY98

Name of Company:

Egger Holzwerkstoffe GmbH

The registered office of the company:

Registered with company number FN 74729 x at the Company Register of the Provincial Court Innsbruck as Commercial Court, Austria, with registered office at Weiberndorf 20, 6380 St. Johann in Tirol, Austria

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

Limited liability company ("Gesellschaft mit beschränkter Haftung" (GmbH)) incorporated and existing under the laws of Austria

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 creditors of the Company will transfer to Egger Holzwerkstoffe GmbH ("Egger") by operation of the law pursuant to the Regulations and in accordance with the Austrian law of universal succession. The Company's sole shareholder is Egger.

Egger's shareholders are:

Michael Egger

Beteiligung "FM England" Privatstiftung

Walter Schiegl

Ulrich Bühler

Beteiligung "FM Deutschland" Privatstiftung

TAL Verwaltungs GmbH

MFE Vermögensverwaltung Privatstiftung

Fritz Egger

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:

Egger Holzwerkstoffe GmbH, Weiberndorf 20, 6380 St. Johann in Tirol, Austria

☐

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

note one

n / a

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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:

Company Register of the Provincial Court Innsbruck as Commercial Court, Austria - company number FN74729x

Particulars of other
merging companies

Name of Company:

n/a

The registered office of the company:

n/a

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

n/a

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

n/a

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:

n/a

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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:

n/a

Continuation Sheet to CRO Form CBM1

Regulation 12 (Protection of Minority Shareholders) of the European Communities (Cross Border Merger) Regulations 2008 (the "**Regulations**") does not apply as this Company is a 100% subsidiary of Egger Holzwerkstoffe GmbH ("**Egger**"), a limited liability company subject to the laws of Austria. Regulation 10 does not apply as the Company is a transferor company in a merger by absorption and is thus exempt from the requirement to obtain shareholder approval of the common terms under Regulation 11(1)(a). If the merger becomes effective, all rights and obligations of the creditors of the merger becomes effective, all rights and obligations of the creditors of the Company are permitted under Austrian law, with a period of six months from the date of this advertisement to demand that security is granted to them by Egger, if Egger cannot pay amounts due and demanded by those creditors. However, this right is available to creditors of the Company only where they can establish that their position as creditors has been unfairly prejudiced by the merger. To the extent that any creditor wishes to make such a claim, notice in writing must be given to Egger at its registered office.