



Gazette

ISSUE ID: 0000/2020/J/09

CROSS BORDER MERGER GAZETTE

12 August 2020

CRO GAZETTE, WEDNESDAY, 12th August 2020

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 23-July-20 AND 11-August-20							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
418679	Padox Group Designated Activity Company	CMB1	06/08/2020				

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 7 August 2020 of a proposed merger between the following companies:

Padox Group Designated Activity Company (registered in Ireland Company number 418679) and

Jurys Inns (UK) Limited

Registered with the Companies House in the UK under registration number 06063534 and

Jyrus B.V.

Registered with the Dutch Trade Register in the Netherlands, under registration number 34270312

The Forms 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 Padox Group Designated Activity Company, 1-2 Victoria Buildings, Haddington Road, Dublin 4.

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 Padox Group Designated Activity Company, 1-2 Victoria Buildings, Haddington Road, Dublin 4.

Registrar of Companies



7576431

CBM1

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

4 1 8 6 7 9



CRO receipt date stamp & barcode

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

Company name

in full

PANDOX GROUP 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:

1 - 2 Victoria Buildings, Haddington Road, Dublin 4

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

4 1 8 6 7 9

Legal form and law which governs the company:

Designated activity company incorporated under the 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

JONAS TÖRNER

Date 2020-07-24

Presenter details

note four

Person to whom queries can be addressed

Name

KPMG Legal Services

Address

1 Stokes Place, St. Stephens Green, Dublin 2

Telephone number

01 410 1000

Email

legalservices@kpmg.ie

Fax number

Reference number SJ/EH/TX8974940001

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:

The creditors of Pandox Group Designated Activity Company (the "Successor Company") are entitled to be heard at the final hearing of the Irish High Court to confirm the merger in accordance with Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Irish Regulations").
Regulation 12 of the Irish Regulations (Purchase of Minority Shares) does not apply as the Successor Company is not a "Transferor Company" for the purposes of Regulation 12.

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:

1 - 2 Victoria Buildings, Haddington Road, Dublin 4

Particulars of other
merging companies

Name of Company:

Jurys Inns (UK) Limited

The registered office of the company:

1 Bartholomew Lane, London, United Kingdom, EC2N 2AX

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

a private company limited by shares incorporated under the laws of England and Wales

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 of Jurys Inns (UK) Limited will transfer to the Successor Company at the effective time of the merger by operation of the Irish Regulations and the Companies (Cross-Border Mergers) Regulations 2007 (the "UK Regulations").

Jurys Inns (UK) Limited acknowledges that the creditors of Jurys Inns (UK) Limited may exercise their rights in accordance with the applicable provisions of the UK Regulations.

Jurys Inns (UK) Limited has only one member, being the Successor 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:

1 Bartholomew Lane, London, United Kingdom, EC2N 2AX

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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:

Registered with Companies House in the UK under registration
number 06063534

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*

[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



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

4 1 8 6 7 9



CRO receipt date stamp & barcode

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

Company name

in full

PANDOX GROUP 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:

1 - 2 Victoria Buildings, Haddington Road, Dublin 4

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

4 1 8 6 7 9

Legal form and law which governs the company:

Designated activity company incorporated under the 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

JONAS TÖRNER

Date

2 August 2020

Presenter details

note four

Person to whom queries can be addressed

Name

KPMG Legal Services

Address

1 Stokes Place, St. Stephen's Green, Dublin 2

Telephone number

01 410 1000

Fax number

Email

legalservices@kpmg.ie

Reference number SJ/EH/TX8974940001

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:

The creditors of Pandox Group Designated Activity Company (the "Successor Company") are entitled to be heard at the final hearing of the Irish High Court to confirm the merger in accordance with Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Irish Regulations").
Regulation 12 of the Irish Regulations (Purchase of Minority Shares) does not apply as the Successor Company is not a "Transferor Company" for the purposes of Regulation 12.

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:

1 - 2 Victoria Buildings, Haddington Road, Dublin 4

**Particulars of other
merging companies**

Name of Company:

Jyrus B.V.

The registered office of the company:

Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands

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

a private company with limited liability incorporated under the laws of the Netherlands

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 of Jyrus B.V. will transfer to the Successor Company on the legal effective date of the merger by operation of the Irish Regulations and the provisions of section 2:309 up to and including 2: Dutch Civil Code (the "Dutch Regulations").

Jyrus B.V. acknowledges that the creditors of Jyrus B.V. may exercise their rights in accordance with the applicable provisions of the Dutch Regulations.

Jyrus B.V. has only one member, being the Successor 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:

Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands

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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:

Registered with the Dutch Trade Register in the Netherlands,
registration number 34270312

**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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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.

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