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COMPANIES REGISTRATION OFFICE
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Gazette

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CROSS BORDER MERGER GAZETTE

14th August 2019

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 7-AUG-19 AND 13-AUG-19							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
463986	Island Renewable Energy Limited	Court Order	06/08/2019				
507565	Druggability Technologies IP Holdco Limited	CBM1	07/08/2019				

European Communities (Cross Border Merger) Regulations 2008

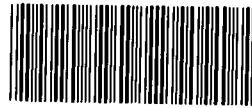
Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 6th August 2019, concerning the proposed merger between the following companies:

Island Renewable Energy Limited (registered in Ireland Company No. 463986) and

Oilean Renewable Energy Limited. registered with the Registrar of Companies for England and Wales, under company registration number 07636412.

A copy of the court order is attached.

Registrar of Companies



5707126

THE HIGH COURT

COMMERCIAL
2019 No. 189 COS
(2019 No. 73 COM)

MONDAY THE 27TH DAY OF MAY 2019

BEFORE MR JUSTICE HAUGHTON

IN THE MATTER OF AN APPLICATION UNDER REGULATION 13
AND REGULATION 14 OF THE EUROPEAN COMMUNITIES
(CROSS-BORDER MERGERS) REGULATIONS 2008

AND

IN THE MATTER OF ISLAND RENEWABLE ENERGY LIMITED

AND

IN THE MATTER OF OILEAN RENEWABLE ENERGY LIMITED

Upon Motion of Counsel for the above named Applicants, Island Renewable Energy Limited of Unit 7, Sandyford Business Centre, Burton Hall Road, Sandyford, Dublin 18, D18 X3V1 (the “**Successor Company**”), and Oilean Renewable Energy Limited of 6 Lower Park Row, Bristol, BS1 5BJ, England (the “**Transferor Company**”) pursuant to Originating Notice of Motion dated the 22nd day of May 2019

And on reading said Originating Notice of Motion, the Certificate thereto of Gillian O’Shaughnessy of ByrneWallace Solicitors dated the 21st May 2019, the Affidavit of David Martin Geary sworn on the 20th day of May 2019 and the further Affidavit of David Martin Geary sworn on the 22nd of May 2019 and the documents and exhibits referred to therein

And on hearing said Counsel for the Applicants

And the Court being satisfied that these proceedings are commercial proceedings within the meaning of Order 63A Rule 1(b) of the Rules of the

Superior Courts 1986 (as amended) (the "RSC")

IT IS ORDERED that these proceedings be entered in the Commercial List for hearing and that all further applications and Motions be heard in said list

And **THE COURT DOTH CERTIFY** that the Successor Company has completed properly the pre-merger requirements of the European Communities (Cross-Border Mergers) Regulations 2008 ("the **Regulations**") within the meaning of Regulation 13 thereof for a merger by absorption of the Transferor Company and **HEREBY DIRECTS** that a pre-merger Certificate in the form prescribed by Order 75 Rule 21(8) of the RSC issue to the Successor Company as confirmation of such

And **THE COURT DOTH CERTIFY** that it has confirmed scrutiny of the legality of the cross-border merger between the Successor Company and the Transferor Company as regards that part of the procedure which concerns the completion of the cross-border merger within the meaning of Regulation 14 of the Regulations

And **IT IS ORDERED** that the cross-border merger shall have effect as of 11.59pm on the 31st day of May 2019

**NIAMH DERMODY
REGISTRAR**

Date of Perfection: 29 MAY 2019

ByrneWallace,
Solicitors for the Applicants

A COPY WHICH I ATTEST
N. DERMODY
FOR REGISTRAR

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 2019 of a proposed merger between the following companies:

Druggability Technologies IP Holdco Limited (registered in Ireland company number 507565) and

Nangenex Nanotechnológiai Zártkörűen Működő Részvénytársaság (“Nangenex”)
Registered with the Metropolitan Court of Hungary, acting as Court of Registration under number 01-10-045589.

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 10.30 am and 4.30 pm at the registered office of Druggability Technologies IP Holdco Limited, 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 10.30a.m and 4.30 pm at the registered office of Druggability Technologies IP Holdco 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



Company number

5 0 7 5 6 5

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

Company name

in full

Druggability Technologies IP HoldCo Limited (the "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:

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

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

5 0 7 5 6 5

Legal form and law which governs the company:

Private company limited by shares governed by Parts 1-14 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*

GABOR HELTOVICCS

Date

29 JULY 2019

Presenter details

note four

Person to whom queries can be addressed

Name

Matheson

Address

70 Sir John Rogerson's Quay

Dublin 2

Telephone number

012322000

Fax number 012323333

Email

matheson@matheson.com

Reference number SJH/666474-1

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 10 of the European Communities (Cross-Border Mergers) Regulations 2008, as amended (the "Regulations"), a special resolution will be passed by the sole shareholder of the Company to approve the merger. Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company does not have any minority shareholders.
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.

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:

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

Particulars of other merging companies

Name of Company:

NanGenex Nanotechnológiai Zártkörűen Működő Részvénytársaságf
("NanGenex")

The registered office of the company:

1138 Budapest, Madarász Viktor utca 47-49., Hungary

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

A private limited company organised under the laws of Hungary.

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 NanGenex pursuant to the Regulations and applicable Hungarian law.
The creditors of NanGenex may exercise their rights under Section 10 of the Hungarian Transformations Act.
NanGenex has one shareholder. There are no minority shareholders who might vote against the merger.

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:

The registered office of NanGexex (as stated above).

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:

NanGenex is registered with the Metropolitan Court acting as Court of Registration under number 01-10-045589.

