

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 0000/2020/J/03**

**CROSS BORDER MERGER GAZETTE**

15th January 2020

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 08-JAN-20 AND 14-JAN-20							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
594073	GH Biotech Holdings Limited	Court order	09/01/2020				
607465	Cimpress Public Limited Company	Court order	09/01/2020				
641686	XL Insurance Company SE	Court order	08/01/2020				
641686	XL Insurance Company SE	Court order	08/01/2020				

### **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 9 January 2020 concerning the proposed merger between the following companies:

GH Biotech Holdings Limited (registered in Ireland Company No.594073) and

Johnson & Johnson Group Holdings GMBH registered with the Austrian Commercial Register under registration number FN 43610K.

A copy of the court order is attached.

Registrar of Companies



7526008

THE HIGH COURT

COMMERCIAL  
2019 No. 428 COS

MONDAY THE 23<sup>RD</sup> DAY OF DECEMBER 2019

BEFORE MR JUSTICE OWENS

IN THE MATTER OF AN APPLICATION UNDER REGULATION 13 OF  
THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)  
REGULATIONS 2008 (SI 157/2008)

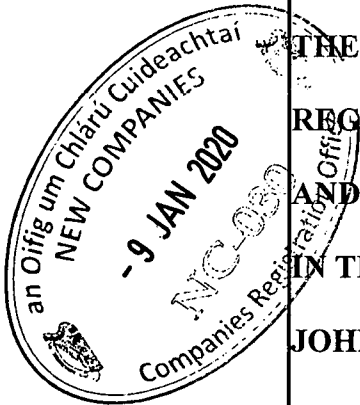


AND

IN THE MATTER OF GH BIOTECH HOLDINGS 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 GH BIOTECH HOLDINGS LIMITED AND  
JOHNSON AND JOHNSON GROUP HOLDINGS GMBH

The Motion of Counsel for GH Biotech Holdings Limited (the “**Company**”) and Johnson and Johnson Group Holdings GMBH (collectively the “**Merging Companies**”) pursuant to Originating Notice of Motion filed on the 20<sup>th</sup> day of November 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

And upon reading the said Notice of Motion, the Affidavit of Lorcan Travers filed on the 20<sup>th</sup> day of November 2019, the Affidavit of Lorcan Travers filed on the 17<sup>th</sup> day of December 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 Oifigiúil*” publication, all of the 29<sup>th</sup> day of November 2019, and each containing an advertisement of the day and time appointed for the hearing of the said Notice of Motion herein and the Affidavit of Brendan Colgan filed this day in Court (“**Mr Colgan’s Affidavit**”) and the documents and exhibits therein referred to

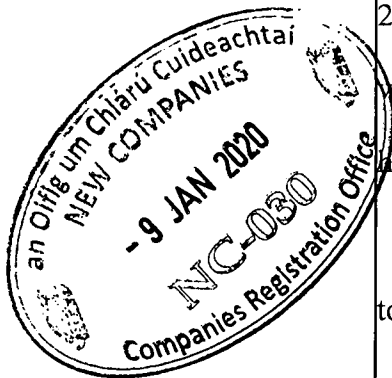
And the said Notice of Motion herein having originally come on for hearing before Mr Justice Barnville on Tuesday, the 16<sup>th</sup> day of December 2019 and adjourned to Friday, the 21<sup>st</sup> day of December 2019 in circumstances where the Austrian Pre-Merger Certificate (as defined in Mr Colgan’s Affidavit) had not issued as at that date (ie the 16<sup>th</sup> day of December 2019)

And Mr Justice Barnville granting the Merging Companies leave to mention the Notice of Motion to the Court on a date after Friday, the 21<sup>st</sup> day of December 2019 in circumstances where the Austrian Pre-Merger Certificate had not issued by the aforementioned adjourned date (ie the 21<sup>st</sup> Day of December 2019)

And the Notice of Motion coming on for hearing before the Court on this day

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 HIGH COURT**

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 23<sup>rd</sup> day of December 2019 at 23:59 (Irish Time)

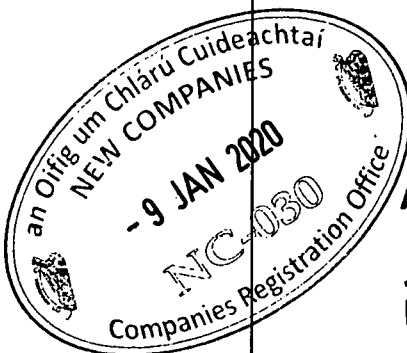
Liberty to the Merging Companies to apply

**ANGELA BRENNAN**

**REGISTRAR**

**PERFECTED 23 DECEMBER 2019**

Matheson Solicitors for the Merging Companies



**A COPY WHICH I ATTEST**

.....*A. Brennan*.....  
**FOR REGISTRAR**

### **European Communities (Cross Border Merger) Regulations 2008**

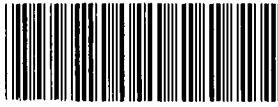
Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 9 January 2020 concerning the proposed merger between the following companies:

Cimpress Public Limited Company registered in Ireland Company No.607465 and

Cimpress NV registered in the Dutch Trade Register under number 14117527.

A copy of the court order is attached.

Registrar of Companies



7526007

THE HIGH COURT

COMMERCIAL

2019 No. 409 COS

(2019 No. 154 COM)

TUESDAY THE 3<sup>RD</sup> DAY OF DECEMBER 2019

BEFORE MR JUSTICE BARNIVILLE

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 CIMPRESS PUBLIC LIMITED COMPANY

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 CIMPRESS PUBLIC LIMITED COMPANY

AND CIMPRESS N.V.



Upon Motion of Counsel for Cimpres Public Limited Company (formerly Cimpres Limited) (the “**Company**”) and Cimpres N.V. (collectively the “**Merging Companies**”) pursuant to Originating Notice of Motion filed on the 6<sup>th</sup> day of November 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 Kathryn Louise Leach filed on the 21<sup>st</sup> day of November 2019, the Affidavit of Kathryn Louise Leach sworn on the 25<sup>th</sup> day of November 2019 and filed this day in Court, and the Affidavit of Brendan Colgan sworn on the 2<sup>nd</sup> day of December 2019 and filed this day in Court 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 all of the 14<sup>th</sup> day of November 2019, and a copy of the “*Iris Oifigiúil*” publication of the 15<sup>th</sup> day of November 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 come on for hearing today, Tuesday the 3<sup>rd</sup> day of December 2019 at 10.30 am

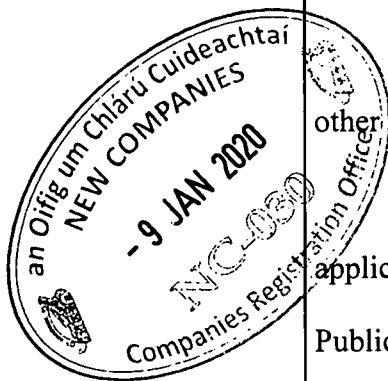
And on hearing said Counsel for the Merging Companies

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 amending the title to the application herein by replacing the words “Cimpress Limited” with “Cimpress Public Limited Company” as they appear in the title to reflect the recent conversion of the Company from a limited liability company to a public limited company

And **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 3<sup>rd</sup> day of December 2019 at 4.15pm (Eastern Standard Time)



THE HIGH COURT

Liberty to the Merging Companies to apply.

NIAMH DERMODY  
REGISTRAR

Date of Perfection: 03 DECEMBER 2019

Matheson,  
Solicitors for the Merging Companies

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 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 8 January 2020 concerning the proposed merger between the following companies:

XL Insurance Company SE (registered in Ireland Company No.641686 and

Axa Art Versicherung AG registered with Local Court (Amtsgericht) of Cologne. Registration number HRB 32170.

A copy of the court order is attached.

Registrar of Companies



7526002

THE HIGH COURT

COMMERCIAL

2019 No. 385 COS

(2019 No. 148 COM)

TUESDAY THE 17<sup>TH</sup> DAY OF DECEMBER 2019

BEFORE MR JUSTICE BARNIVILLE

IN THE MATTER OF REGULATIONS 13 AND 14 OF THE EUROPEAN  
COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008 (AS  
AMENDED)

AND IN THE MATTER OF XL INSURANCE COMPANY SE

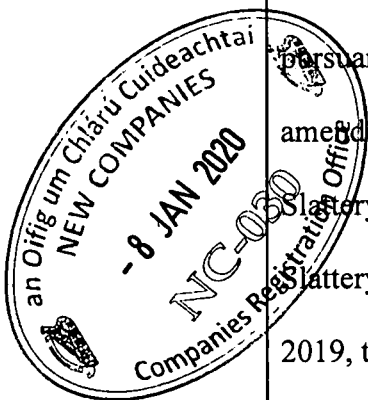
AND IN THE MATTER OF AXA ART VERSICHERUNG AG

APPLICANTS

Upon Motion of Counsel appearing on behalf of XL Insurance  
Company SE (XLICSE) and AXA Art Versicherung AG (AXA Art), the  
Applicants herein, pursuant to the Originating Notice of Motion dated the 14<sup>th</sup> day  
of October 2019

And upon reading the said Originating Notice of Motion, the Notice  
of Motion relating to Entry to the Commercial List dated the 14<sup>th</sup> day of October  
2019, the Certificate of Stephen Quinlivan (Solicitor) of A&L Goodbody Solicitors

pursuant to Order 63A Rule 4(2) of the Rules of the Superior Courts 1986 (as  
amended) dated the 14<sup>th</sup> day of October 2019, the First Affidavit of Yvonne  
Slattery sworn on the 14<sup>th</sup> day of October 2019, the Second Affidavit of Yvonne  
Slattery relating to Entry to the Commercial List sworn on the 14<sup>th</sup> day of October  
2019, the Third Affidavit of Yvonne Slattery sworn on the 10<sup>th</sup> day of December  
2019, the Fourth Affidavit of Yvonne Slattery sworn on the 16<sup>th</sup> day of December  
2019, the Affidavit of Stephen Quinlivan (Solicitor) sworn on the 16<sup>th</sup> day of  
December 2019 and the documents and exhibits referred to in the said Affidavits  
(including the certificate from the competent authority in Germany confirming that



**THE HIGH COURT**

AXA Art has completed the pre-merger requirements in accordance with the applicable German legislation implementing Chapter II of Title II of Directive (EU) 2017/1132)

And upon hearing said Counsel for the Applicants

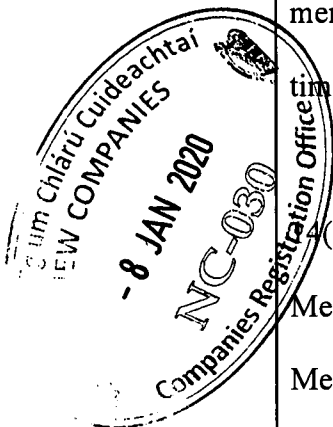
And no other person attending on behalf of any creditor, member or other interested party of the Applicants

**THE COURT DOTH CERTIFY** that XLICSE has completed properly the pre-merger requirements of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the **Irish Merger Regulations**) within the meaning of Regulation 13 thereof in respect of the proposed cross-border merger by acquisition of AXA Art into XLICSE (the **Merger**) and **HEREBY DIRECTS** that a pre-merger certificate in the form prescribed by Order 75 Rule 21 of the Rules of the Superior Courts, 1986 (as amended) issue to XLICSE as confirmation of such (the **Pre-Merger Certificate**)

And upon reading the said Pre-Merger Certificate as issued by this Honourable Court on this the 17<sup>th</sup> day of December 2019 certifying that XLICSE has completed properly the pre-merger requirements in respect of the Merger

And the Court having noted the existence of the termination rights in favour of the Applicants contained in clause 5.6 of the draft terms of cross-border merger in relation to the Merger which could be exercised by the Applicants at any time prior to the effective time of the Merger

**THE COURT DOTH MAKE AN ORDER** pursuant to Regulation 4(1) of the Irish Merger Regulations confirming scrutiny of the legality of the Merger as regards that part of the procedure which concerns the completion of the Merger



THE HIGH COURT

AND IT IS FURTHER ORDERED pursuant to Regulation 14(4)  
of the Irish Merger Regulations that the Merger shall take effect at 22.58 GMT on  
the 31<sup>st</sup> day of December 2019

And the Court doth give the Applicants liberty to apply.

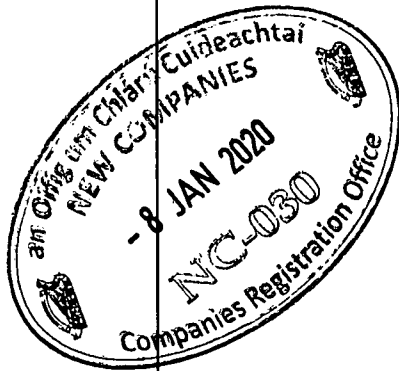
A COPY WHICH I ATTEST

*N. Dermody*  
.....  
FOR REGISTRAR

NIAMH DERMODY  
REGISTRAR

Date of Perfection: 19 DECEMBER 2019

A&L Goodbody,  
Solicitors for the Applicants



### **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 8 January 2020 concerning the proposed merger between the following companies:

XL Insurance Company SE (registered in Ireland Company No.641686 and

AXA Corporate Solutions Assurance registered with the Greffe du Tribunal de Commerce Paris.(Commercial and Companies Registry of Paris) Registration number 399 227 354 RCS Paris.

A copy of the court order is attached.

Registrar of Companies



7526003

THE HIGH COURT

COMMERCIAL  
2019 No. 386 COS  
(2019 No. 147 COM)

TUESDAY THE 17<sup>TH</sup> DAY OF DECEMBER 2019

BEFORE MR JUSTICE BARNIVILLE

IN THE MATTER OF REGULATIONS 13 AND 14 OF THE EUROPEAN  
COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008 (AS  
AMENDED)

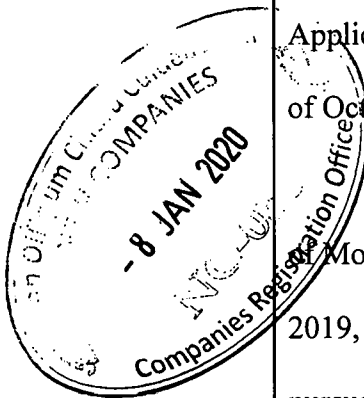
AND IN THE MATTER OF XL INSURANCE COMPANY SE

AND IN THE MATTER OF AXA CORPORATE SOLUTIONS ASSURANCE

APPLICANTS

Upon Motion of Counsel appearing on behalf of XL Insurance  
Company SE (XLICSE) and AXA Corporate Solutions Assurance (ACS), the  
Applicants herein, pursuant to the Originating Notice of Motion dated the 14<sup>th</sup> day  
of October 2019

And upon reading the said Originating Notice of Motion, the Notice  
Motion relating to Entry to the Commercial List dated the 14<sup>th</sup> day of October  
2019, the Certificate of Stephen Quinlivan (Solicitor) of A&L Goodbody Solicitors  
pursuant to Order 63A Rule 4(2) of the Rules of the Superior Courts 1986 (as  
amended) dated the 14<sup>th</sup> day of October 2019, the First Affidavit of Yvonne  
Slattery sworn on the 14<sup>th</sup> day of October 2019, the Second Affidavit of Yvonne  
Slattery relating to Entry to the Commercial List sworn on the 14<sup>th</sup> day of October  
2019, the Third Affidavit of Yvonne Slattery sworn on the 10<sup>th</sup> day of December  
2019, the Fourth Affidavit of Yvonne Slattery sworn on the 16<sup>th</sup> day of December  
2019, the Affidavit of Stephen Quinlivan (Solicitor) sworn on the 16<sup>th</sup> day of  
December 2019 and the documents and exhibits referred to in the said Affidavits  
(including the certificate from the competent authority in France confirming that





**THE HIGH COURT**

ACS has completed the pre-merger requirements in accordance with the applicable French legislation implementing Chapter II of Title II of Directive (EU) 2017/1132)

And upon hearing said Counsel for the Applicants

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

**THE COURT DOTH CERTIFY** that XLICSE has completed properly the pre-merger requirements of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the **Irish Merger Regulations**) within the meaning of Regulation 13 thereof in respect of the proposed cross-border merger by absorption of ACS into XLICSE (the **Merger**) and **HEREBY DIRECTS** that a pre-merger certificate in the form prescribed by Order 75 Rule 21 of the Rules of the Superior Courts, 1986 (as amended) issue to XLICSE as confirmation of such (the **Pre-Merger Certificate**)

And upon reading the said Pre-Merger Certificate as issued by this Honourable Court on this the 17<sup>th</sup> day of December 2019 certifying that XLICSE has completed properly the pre-merger requirements in respect of the Merger

**THE COURT DOTH MAKE AN ORDER** pursuant to Regulation 14(1) of the Irish Merger Regulations confirming scrutiny of the legality of the Merger as regards that part of the procedure which concerns the completion of the Merger

**AND IT IS FURTHER ORDERED** pursuant to Regulation 14(4) of the Irish Merger Regulations that the Merger shall take effect at 22.57 GMT on the 31<sup>st</sup> day of December 2019

And the Court doth give the Applicants liberty to apply.



**A COPY WHICH I ATTEST**

*N. Dermody*  
.....  
**FOR REGISTRAR**

**NIAMH DERMODY  
REGISTRAR**

**Date of Perfection: 19 DECEMBER 2019**

A&L Goodbody,  
Solicitors for the Applicants

