

**CRO**

COMPANIES REGISTRATION OFFICE  
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# **Gazette**

**ISSUE ID: 0002011/H/33**  
**CROSS BORDER MERGER GAZETTE**  
**19th August 2011**

## **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 10 August 2011 of a proposed merger between the following companies:

Cemex Irish Investments Company Limited (registered in Ireland Company number 372224.)  
and

CEMEX ESPAÑA, S.A. Reregistered with the Registro Mercantil (Madrid Mercantile Registry), volumes 9.743 and 9.744.

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](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Cemex Irish Investment Company Limited, 3 Auburn Villas, Monkstown, County Dublin, Ireland

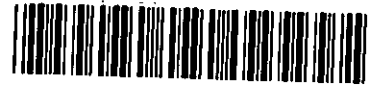
The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Cemex Irish Investment Company Limited, 3 Auburn Villas, Monkstown, County Dublin, Ireland

Registrar of Companies

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 10-AUG-11 AND 18-AUG-11							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
372224	Cemex Irish Investments Company Limited	CBM1	10/8/2011				

**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  
 S249A Companies Act 1990 (inserted by s107 Company Law Enforcement Act 2001)  
 Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

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4545988



CRO receipt date stamp  
 Companies Acts 1963 to 2006

**CBM1**

Company number

3 7 2 2 2 4

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

**Company name**

*in full*

Cemex Irish Investments Company  
 Limited

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.

**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:

3 Auburn Villas  
 Monkstown,  
 County Dublin, Ireland

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

3 7 2 2 2 4

Legal form and law which governs the company:

Private company limited by shares  
 Companies Act 1963 - 2009

**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*

ARTHUR MORAN

Date 10 August 2011

**Presenter details**

*note four*

Name

Address

DX number

Telephone number

E-mail

Matheson Ormsby Prentice	
70 Sir John Rogerson's Quay	
Dublin 2	
2	DX exchange Dublin
+353 1 232 2000	Fax number +353 1 232 3333
mop@mop.ie	Reference number 643718/5

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

Regulation 12 of the European Communities (Cross-Border Merger) Regulations 2008 (the "Regulations")
does not apply as the Company is a wholly owned subsidiary of CEMEX ESPAÑA, S.A
There are no minority shareholders in the Company.
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.
The rights and obligations of the Company will transfer to CEMEX ESPAÑA, S.A
pursuant to the Regulations and Spanish Law 3/2009, of April 3 sobre Modificaciones Estructurales de las
Sociedades Mercantiles relating to cross border mergers ("Spanish Laws").

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:

CEMEX ESPAÑA, S.Aa
Registered Office: calle Hernández de Tejada, nº 1
Madrid, Spain



