



Gazette

ISSUE ID: 0000/2021/J/24
CROSS BORDER MERGER GAZETTE
2 November 2021

CRO GAZETTE, WEDNESDAY, 3 November 2021

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 27-OCT-21 AND 2-NOV-21							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
162034	Bauer Media Audio Ireland Limited	CBM1	29/10/2021				

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 27 October 2021 of a proposed merger between the following companies:

Bauer Media Audio Ireland Limited (registered in Ireland company number 162034) and

Bauer Media Audio Holding GMBH

Registered with the local court (Amtsgericht) of Hamburg under HRB 125740

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

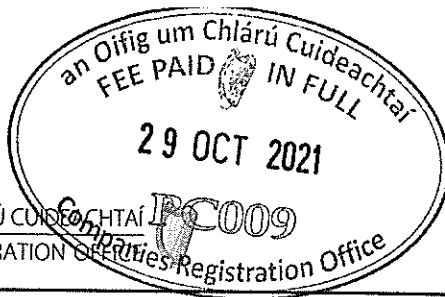
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00 am and 5.00 p.m at the registered office of Bauer Media Audio Ireland, Limited, Marconi House, Digges Lane, Dublin 2 , Ireland.

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 Bauer Media Audio Ireland Limited, Marconi House, Digges Lane, Dublin 2, Ireland.

Registrar of Companies



AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ
COMPANIES REGISTRATION OFFICE



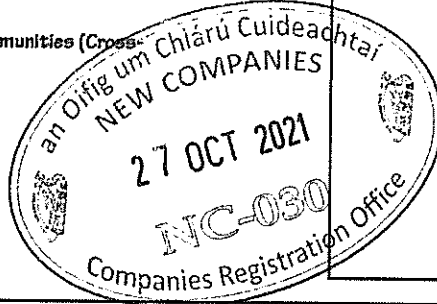
CBM1

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

1 6 2 0 3 4



7756066

CRO receipt date stamp & barcode

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

Company name

in full

Bauer Media Audio Ireland 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.

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:

Marconi House, Digges Lane, Dublin 2, Ireland

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

1 6 2 0 3 4

Legal form and law which governs the company:

Private Company Limited by Shares under Irish law

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*

Joe Dempsey

Date

21/10/2021

Presenter details

note four

Person to whom queries can be addressed

Name

Caitriona Nic Bhloscaidh

Address

Mason Hayes & Curran, South Bank House, Barrow Street, Dublin 4,

D04TR29

Telephone number

016145000

Fax number

Email

cnicbhloscaidh@mhc.ie

Reference number 50287.11

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 relodged 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

CBM1 Continuation Sheet

Bauer Media Audio Ireland Limited

Company number: 162034

Bauer Media Audio Ireland Limited has no minority shareholders.

Upon the Merger becoming effective, Bauer Media Audio Ireland Limited will transfer all of its assets and liabilities to Bauer Media Audio Holding GmbH and Bauer Media Audio Ireland Limited will be dissolved without going into liquidation.

After the Merger, Heinrich Bauer Verlag Beteiligungs GmbH, which is the sole shareholder of Bauer Media Audio Holding GmbH will continue to be entitled to participate in the entire profits of Bauer Media Audio Holding GmbH which will then hold all of the assets and liabilities of Bauer Media Audio Ireland Limited.

Creditors of Bauer Media Audio Ireland Limited may exercise their rights in accordance with the German Transformation Act or the Irish Regulations in such manner as determined by a court of competent jurisdiction in Ireland and may obtain full information free of charge on their rights at the following address: Bauer Media Audio Ireland Limited, Marconi House, Digges Lane, Dublin 2, Ireland.

Bauer Media Audio Holding GmbH will acquire all of the assets and all of the liabilities of Bauer Media Audio Ireland Limited. Each of the merging companies anticipate that the Merger will have no adverse consequences for the creditors of the merging companies as there will be no diminution in overall asset value and such creditors will continue to be creditors of Bauer Media Audio Holding GmbH.