

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 00002017/J/51**

**CROSS BORDER MERGER GAZETTE**

20th December 2017

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 13-DEC-17 AND 19-DEC-17							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
599911	Ankh Life Sciences Limited	CBM1	14/12/2017				
599938	Ionics Life Sciences Limited	CBM1	14/12/2017				
601901	Rosehope Limited	Court order	15/12/2017				
608074	Integer Ireland Medical Limited	Court order	18/12/2017				
611431	S&P Global Ratings Europe Limited	CBM1	13/12/2017				

### **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 15 December 2017, concerning the proposed merger between the following companies:

Rosehope Limited (registered in Ireland No. 601901) and

Lampogas S.P.A. registered in the Italian Office in Milan under number MI-601901.

A copy of the court order is attached.

Registrar of Companies



6243888

THE HIGH COURT  
COMMERCIAL  
2017 No. 390 COS  
(2017 No. 217 COM)

TUESDAY THE 12<sup>TH</sup> DAY OF DECEMBER 2017

BEFORE MR JUSTICE MCGOVERN

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

REGULATIONS 2008 (AS AMENDED)

AND IN THE MATTER OF

ROSEHOPE LIMITED AND LAMPOGAS S.P.A.

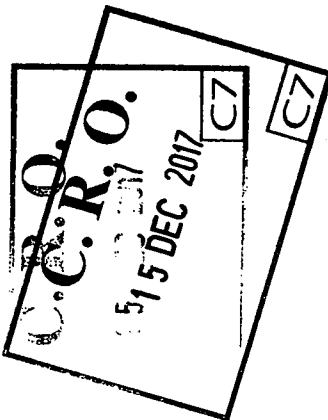
APPLICANTS

Upon Motion of Counsel for the Applicants pursuant to an Originating Notice of Motion dated the 14<sup>th</sup> day of November 2017 for an Order under Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (the "**Regulations**") confirming scrutiny of the legality of the cross-border merger as regards that part of the procedure which concerns the completion of the cross-border merger pursuant to Regulation 14 of the Regulations

And on reading said Originating Notice of Motion and the Affidavit of Tighe Agen Noonan filed on the 14<sup>th</sup> day of November 2017 and the documents and exhibits referred to therein and the Affidavit of Adrian Benson filed on the 7<sup>th</sup> day of December 2017 and the documents and exhibits referred to therein

And on hearing said Counsel for the Applicants

**THE COURT DOTH CONFIRM** scrutiny of the legality of the cross-border merger as regards that part of the procedure which concerns the completion of the cross-border merger pursuant to Regulation 14 of the Regulations



**THE HIGH COURT**

and doth specify the date of the 1<sup>st</sup> of January 2018 as the date on which the merger is to have effect.

**NIAMH DERMODY  
REGISTRAR**

**Date of Perfection: 14 DECEMBER 2017**

Dillon Eustace,  
Solicitors for the Applicants

A COPY WHICH I ATTEST  
*N. Dermody*  
.....  
FOR REGISTRAR

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

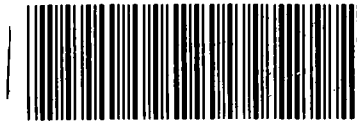
Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 18 December 2017, concerning the proposed merger between the following companies:

Integer Ireland Medical Limited (registered in Ireland Company No. 608074) and

Lake Region Holdings GMBH. registered with the commercial register of the local court of Würzburg under HRB 13846.

A copy of the court order is attached.

Registrar of Companies



6205178

**THE HIGH COURT**  
**COMMERCIAL**  
**2017 No. 370 COS**  
**(2017 No. 192 COM)**

**MONDAY THE 11<sup>TH</sup> DAY OF DECEMBER 2017**

**BEFORE MR JUSTICE MCGOVERN**

**IN THE MATTER OF INTEGER IRELAND MEDICAL LIMITED**

**and**

**IN THE MATTER OF LAKE REGION HOLDINGS GMBH**

**and**

**IN THE MATTER OF APPLICATIONS PURSUANT TO REGULATIONS 13**

**AND 14 OF THE EUROPEAN COMMUNITIES (CROSS-BORDER**

**MERGERS) REGULATIONS 2008**

**INTEGER IRELAND MEDICAL LIMITED AND LAKE REGION**

**HOLDINGS GMBH**

**APPLICANTS**

Upon Motion of Counsel for Integer Ireland Medical Limited

(**Integer Ireland**) and Lake Region Holdings GmbH (**LRH**), the Applicants herein, pursuant to an Originating Notice of Motion dated the 1<sup>st</sup> day of November 2017

And on reading the said Originating Notice of Motion, the Affidavit of Timothy G. McEvoy filed on the 1<sup>st</sup> day of November 2017 and the Supplemental Affidavit of Timothy G. McEvoy filed on the 5<sup>th</sup> day of December 2017 the documents and exhibits referred to in the said Affidavits including the certificate from the competent authority in the Federal Republic of Germany confirming that LRH has completed the pre-merger requirements under the German Transformation Act which implements, in the Federal Republic of Germany, Directive 2009/109/EC of the European Parliament and of the Council of 26

**C. R. O.**

**18 DEC 2017**

**C7**

**THE HIGH COURT**

September 2009, amending Council Directives 77/91/EEC, 78/855/EEC and 82/891/EEC, and Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on Cross-Border Mergers of Limited Liability Companies and the Affidavit of Enda Hurley filed on the 5<sup>th</sup> day of December 2017 and the exhibit thereto confirming the Applicants' compliance with the directions of this Court to advertise the hearing of the Originating Notice of Motion

And on reading the Certificate of this Honourable Court dated the 6<sup>th</sup> day of November 2017 certifying that Integer Ireland has completed properly the pre-merger requirements in respect of the proposed cross-border merger (the **Merger**) to be entered into with LRH for the purposes of the European Communities (Cross-Border Mergers) Regulations 2008, as amended and supplemented (the **Irish Regulations**)

And on hearing said Counsel

And no other person appearing on behalf of any creditor or member of, or other interested party in, Integer Ireland and LRH

**IT IS ORDERED AND CONFIRMED** that pursuant to Regulation 14 of the Irish Regulations the Court has completed the scrutiny and confirmed the legality of the Merger between Integer Ireland and LRH as regards that part of the procedure which concerns the completion of the Merger

**AND IT IS ORDERED** that pursuant to Regulation 14 of the Irish Regulations the Merger shall take effect at 9pm (Irish time) on the 11<sup>th</sup> day of December 2017

And the Court doth give liberty to the Applicants to apply

**A COPY WHICH I ATTEST**

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

**NIAMH DERMODY  
REGISTRAR**

**Date of Perfection: 11 DECEMBER 2017**

A&L Goodbody,  
Solicitors for the Applicants.



## **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 13 December 2017 of a proposed merger between the following companies:

S&P Global Ratings Europe Limited (registered in Ireland Company number 611431) and

S&P Global Ratings Italy S.r.l

Registered with the Italian Register of Companies of Milan -Monza- Brianza-Lodi under number 07033280962.

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 on business days between the hours of 9.30am and 5.00 pm at the registered office of S&P Global Ratings Europe Limited, 2<sup>nd</sup> Floor, 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 9.30a.m and 5.00 pm at the registered office of S&P Global Ratings Europe Limited, 2<sup>nd</sup> Floor, 1-2 Victoria Buildings, Haddington Road, Dublin 4

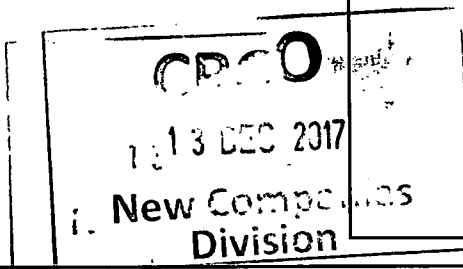
Registrar of Companies

**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

6 1 1 4 3 1



6259598

CRO receipt date stamp & barcode

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

**Company name**

*in full*

S&P Global Ratings Europe 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:

2nd Floor, 1-2 Victoria Buildings, Haddington Road, Dublin 4

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

6 1 1 4 3 1

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*

JAMES DAISE

Date

13 DECEMBER 2017

**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

sarahjayne.hanna@matheson.com

Reference number CH/SJH/667651/1

**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:

2nd Floor, 1-2 Victoria Buildings, Haddington Road, Dublin 4

**Particulars of other merging companies**

Name of Company:

S&P Global Ratings Italy S.r.l.

The registered office of the company:

Vicolo San Giovanni sul Muro 1, Milan, Italy

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

A private limited company incorporated under the laws of Italy.

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 S&P Global Ratings Italy S.r.l. will transfer to the Company pursuant to the Regulations and applicable Italian law. The Common Draft Terms ("CDT") as well as the shareholders' meeting minutes of S&P Global Ratings Italy S.r.l. will be filed with the Italian Register of Companies and so made available to all such creditors.

In accordance with Italian law, the creditors of S&P Global Ratings Italy S.r.l. may object against the Merger by filing a judicial claim before the competent Italian Court to obtain adequate safeguards of collateral for any matured or unmatured debts, and in case the Merger would make such protection necessary.

S&P Global Ratings Italy S.r.l. will only have one shareholder, the Company. There will be 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:

In addition to the public filing of the CDT and shareholders' meeting minutes of S&P Global Ratings Italy S.r.l. with the Italian Register of Companies, upon request, at the registered office of S&P Global Ratings Italy S.r.l. (see 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:

S&P Global Ratings Italy S.r.l. is registered with the Italian Register of Companies of Milan-Monza-Brianza-Lodi under number 07033280962.

**Particulars of other merging companies**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

N/A

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:

N/A

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:

N/A

## 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](http://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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

## **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 14 December 2017 of a proposed merger between the following companies:

Ankh Life Sciences Limited (registered in Ireland Company number 599911) and

Ions Pharmaceutical S.à r.l

Registered with the Luxembourg Trade and Companies Register under number B194.956.

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 on business days between the hours of 9.30am and 5.00 pm at the registered office of Ankh Life Sciences Limited, 88 Harcourt Street, Dublin 2, D02 DK18

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of Ankh Life Sciences Limited, 88 Harcourt Street, Dublin 2, DO2 DK 18

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 9 9 9 1 1



CRO receipt date stamp & barcode

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

**Company name**

*in full*

Ankh Life Sciences 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:

88 Harcourt Street, Dublin 2, D02 DK18

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

5 9 9 9 1 1

Legal form and law which governs the company:

Private Company Limited by Shares

Irish Law - 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*

DAIRE MCCAUGHLEY

Date 13 December 2017

**Presenter details**

*note four*

Person to whom queries can be addressed

Name

ByrneWallace

Address

88 Harcourt Street, Dublin 2, D02 DK18

Telephone number

01 691 5000

Fax number 01 691 5010

Email

JDarmody@bymewallace.com

Reference number JDA/29937.1



6/

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:

All shareholders of the successor company are consenting to the proposed cross-border merger.
If the proposed cross-border merger becomes effective, all rights and obligations of the creditors of Ions Pharmaceutical S.à r.l. will transfer to the Company pursuant to Regulation 19 of the European Communities (Cross-Border) Regulations 2008 (the "Regulations") and Article 274 of the Luxembourg Law on commercial companies as amended.
Creditors of the successor 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:

Ankh Life Sciences Limited
88 Harcourt Street
Dublin 2
D02 DK18

**Particulars of other merging companies**

Name of Company:

Ions Pharmaceutical S.à r.l.

The registered office of the company:

10a, rue Henri M. Schnadt
L - 2530 Luxembourg

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

Société à responsabilité limitée - Private Limited Company
Governed by the Laws of Luxembourg

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

If the proposed cross-border merger becomes effective, all rights and obligations of the creditors of Ions Pharmaceutical S.à r.l. will transfer to the Company pursuant to the Regulations and Article 274 of the Luxembourg Law on commercial companies as amended.
In accordance with Luxembourg Law, the creditors of Ions Pharmaceutical S.à r.l. may, notwithstanding any agreement to the contrary, apply to the judge presiding the division of the local court in the jurisdiction of the debtor company's registered office dealing with commercial matters and sitting as under the urgent applications procedure, to obtain adequate safeguards of collateral for any matured or unmatured debts, in case the merger would make such protection necessary.

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:

10a, rue Henri M. Schnadt, L-2530 Luxembourg, Grand Duchy of Luxembourg

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:

Registre de Commerce et des Sociétés
(Luxembourg Trade and Companies Register)
B 194.956

**Particulars of other merging companies**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

N/A

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:

N/A

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:

N/A

## 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](http://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 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Mergers Section, Companies Registration Office, 14 Parnell Square, 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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

## **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 14 December 2017 of a proposed merger between the following companies:

Ionics Life Sciences Limited (registered in Ireland Company number 599938) and

Ionics Pharmaceutical S.A

Registered with the Luxembourg Trade and Companies Register under number B194.910

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 on business days between the hours of 9.30am and 5.00 pm at the registered office of Ionics Life Sciences Limited, 88 Harcourt Street, Dublin 2, D02 DK18

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of Ionics Life Sciences Limited, 88 Harcourt Street, Dublin 2, DO2 DK 18

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



CRO receipt date stamp & barcode

Company number

5 9 9 9 3 8

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

Company name

*in full*

Ionics Life Sciences 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:

88 Harcourt Street, Dublin 2, D02 DK18

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

5 9 9 9 3 8

Legal form and law which governs the company:

Private Company Limited by Shares

Irish Law - 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*

DAIRE MCCAUGHLEY

Date

13 December 2017

Presenter details

*note four*

Person to whom queries can be addressed

Name

ByrneWallace

Address

88 Harcourt Street, Dublin 2, D02 DK18

Telephone number

01 691 5000

Fax number 01 691 5010

Email

JDarmody@byrnewallace.com

Reference number JDA/29937.1

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:

All shareholders of the successor company are consenting to the proposed cross-border merger.
If the proposed cross-border merger becomes effective, all rights and obligations of the creditors of Ionics Pharmaceutical S.A. will transfer to the Company pursuant to Regulation 19 of the European Communities (Cross-Border) Regulations 2008 (the "Regulations") and Article 274 of the Luxembourg Law on commercial companies as amended.
Creditors of the successor 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:

Ionics Life Sciences Limited
88 Harcourt Street
Dublin 2
D02 DK18

**Particulars of other merging companies**

Name of Company:

Ionics Pharmaceutical S.A.

The registered office of the company:

10a, rue Henri M. Schnadt
L - 2530 Luxembourg

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

Société Anonyme - Public Limited Company
Governed by the Laws of the Grand Duchy of Luxembourg

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

If the proposed cross-border merger becomes effective, all rights and obligations of the creditors of Ionics Pharmaceutical S.A. will transfer to the Company pursuant to the Regulations and Article 274 of the Luxembourg Law on commercial companies as amended.
In accordance with Luxembourg Law, the creditors of Ionics Pharmaceutical S.A. may, notwithstanding any agreement to the contrary, apply to the judge presiding the division of the local court in the jurisdiction of the debtor company's registered office dealing with commercial matters and sitting as under the urgent applications procedure, to obtain adequate safeguards of collateral for any matured or unmatured debts, in case the merger would make such protection necessary.

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:

10a, rue Henri M. Schnadt, L-2530 Luxembourg, Grand Duchy of Luxembourg

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:

Registre de Commerce et des Sociétés
(Luxembourg Trade and Companies Register)
B 194.910



**Particulars of other merging companies**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

N/A

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:

N/A

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:

N/A

## 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](http://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 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Mergers Section, Companies Registration Office, 14 Parnell Square, 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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**