

cro

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 00002017/J/08

CROSS BORDER MERGER GAZETTE

22nd February 2017

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 16 February 2017 of a proposed merger between the following companies:

ECC Leasing Company Limited (registered in Ireland Company number 314492) and

Embraer Netherlands B.V.

Registered with the Trade Register of the Dutch Chamber of Commerce under number 52638243

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

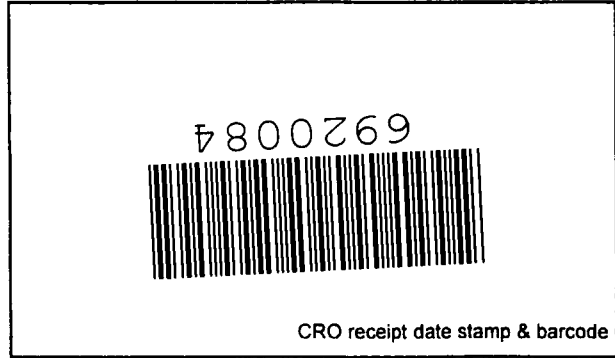
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.30 am and 5.00 pm at the registered office of ECC Leasing Company Limited, 6th Floor, 2 Grand Canal Square, Dublin 2

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 ECC Leasing Company Limited, 6th Floor, 2 Grand Canal Square, Dublin 2

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
3 1 4 4 9 2

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

Company name
in full

ECC LEASING 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.
- 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:

6TH FLOOR, 2 GRAND CANAL SQUARE, DUBLIN 2

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

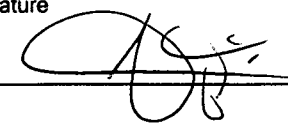
3 1 4 4 9 2

Legal form and law which governs the company:

Private company limited by shares under 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*
JORGE RAMOS DE OLEVINA JUNIOR
Date **13 OF FEBRUARY OF 2017**

Presenter details
note four

Person to whom queries can be addressed

Name	William Fry		
Address	2 Grand Canal Square		
	Dublin 2		
Telephone number	01 639 5000	Fax number	01 639 5333
Email	info@williamfry.com		
		Reference number	016604.0001.KHA

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:

The merger will be a merger by absorption of ECC Leasing Company Ltd ("ECC") into Embraer Netherlands B.V.
Embraer Netherlands B.V. is the sole shareholder in ECC therefore the merger will have no effect on the rights of minority shareholders.
If the merger becomes effective, all rights and obligations of the creditors of ECC will transfer to Embraer Netherlands B.V. by operation of law and they will be entitled to exercise their rights under Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 as amended by the European Communities (Mergers and Divisions of Companies) (Amendment) Regulations 2013.
It is not anticipated that creditors of ECC will be prejudiced by 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:

ECC Leasing Company Limited
6th Floor
2 Grand Canal Square
Dublin 2

Particulars of other merging companies

Name of Company:

EMBRAER NETHERLANDS B.V.

The registered office of the company:

Jachthavenweg 109 C
1081 KM Amsterdam
The Netherlands

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

A private limited liability company under Dutch law

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

The merger will be a merger by absorption of ECC into Embraer Netherlands B.V.
Embraer Netherlands B.V. is the sole shareholder in ECC therefore the merger will have no effect on the rights of minority shareholders.
On the effective date of the merger, creditors of ECC will become creditors of Embraer Netherlands B.V.
It is not anticipated that creditors of ECC will be prejudiced by 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:

EMBRAER NETHERLANDS B.V.
Jachthavenweg 109 C
1081 KM Amsterdam, the Netherlands.

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

note one

--	--	--	--	--	--	--	--

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:

Registered with the Trade Register of the Dutch Chamber of Commerce under number 52638243

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 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 OR BY E-MAIL info@cro.ie