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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

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CROSS BORDER MERGER GAZETTE

22nd January 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 16 January 2020, concerning the proposed merger between the following companies:

Spencer Stuart International Ireland, Limited (registered in Ireland Company No.565616) and

Esaress Vagyonkezelő Korlátolt Felelősségű Társaság (Esaress) Registered with the Hungarian Court of Registration under company number 18-09-105183

A copy of the court order is attached.

Registrar of Companies



7526629

THE HIGH COURT

COMMERCIAL

2019 No. 431 COS

(2019 No. 166 COM)

WEDNESDAY THE 18th 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 SPENCER STUART INTERNATIONAL IRELAND,
LIMITED

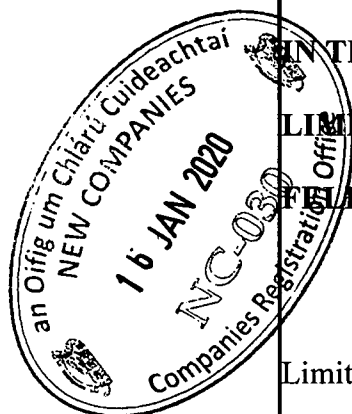
AND

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 SPENCER STUART INTERNATIONAL IRELAND,
LIMITED AND ESARESS VAGYONKEZELŐ KORLÁTOLT
FELELŐSSÉGŰ TÁRSASÁG



The Motion of Counsel for Spencer Stuart International Ireland, Limited (the “**Company**”) and Esaress Vagyonkezelő Korlátolt Felelősségű Társaság (collectively the “**Merging Companies**”) pursuant to Originating Notice of Motion filed on the 20th 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 Brendan Colgan filed on 20 November 2019, the Affidavit of Jamie Limna sworn on 19 November, the Affidavit of Jamie Limna sworn 17 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 "*Iris Oifigiuil*" publication, all of 29 November 2019, and a copy of the "*International Edition of the Financial Times*" newspaper of 2 December 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, Wednesday, the 18th 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

And the Court noting, subject to the proposed cross-border merger between the Merging Companies taking effect, the irrevocable and unconditional written agreement of Spencer Stuart Management Limited (as set out in its letter dated 17 December 2019 exhibited to the Affidavit of Jamie Limna sworn 17 December 2019) to subordinate its claims against the Company in respect of all amounts due to it by the Company at the time the proposed cross-border merger takes effect to the claims of all unconnected third party creditors of the Company which are in existence at the time the proposed cross-border merger takes effect



And the Court noting the undertaking of Matheson Solicitors (given through counsel) to stamp and file the original of the Affidavit of Jamie Limna sworn 17 December 2019 upon receipt thereof

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 31st day of December 2019 at 23:59 (Irish Standard Time)

Liberty to the Merging Companies to apply

MARIANNE WHITE
REGISTRAR
Perfected 15/01/2020

Matheson
Solicitors for the Merging Companies

A COPY WHICH I ATTEST
L. Day
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FOR REGISTRAR

