

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:000/2019/J/21

CROSS BORDER MERGER GAZETTE

22nd May 2019

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 14-MAY-19 AND 21-MAY-19							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
413389	S.E.A.C Ireland Limited	CBM1	14/05/2019				
522220	Shadowford Limited	CBM1	16/05/2019				

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 May 2019 of a proposed merger between the following companies:

S.E.A.C. Ireland Limited (registered in Ireland company number 413389) and

SeaChange NLG B.V.

Registered with The Trade Register of the Dutch Chamber of Commerce . Registered under number 17170202

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 pm at the registered office of S.E.A.C. Ireland Limited, Vesta Building, Finnabair Industrial Estate, Dundalk, Co. Louth

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 pm at the registered office of S.E.A.C.Ireland Limited, Vesta Building, Finnabair Industrial Estate, Dundalk, Co.Louth.

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



6687204

CRO receipt date stamp & barcode

Company number

4 1 3 3 8 9



Please complete this form using block capitals or BOLD CAPITALS, referring to explanatory notes

Company name

in full

S.E.A.C. 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:

VESTA BUILDING, FINNABAIR INDUSTRIAL ESTATE,
DUNDALK, LOUTH.

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

4 1 3 3 8 9

Legal form and law which governs the company:

Companies Act 2014
Private Company Limited by Shares

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*

Sylvan Martha

Date

10/05/2019

Presenter details

note four

Person to whom queries can be addressed

Name

A&L Goodbody Solicitors

Address

North Wall Quay, IFSC, Dublin 1

Telephone number

01-6492000

Fax number 01-6492649

Email

squinlivan@algoodbody.com

Reference number SPQ 01-339366

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:

Neither S.E.A.C. Ireland Limited nor SeaChange NLG B.V. have any minority members.
Upon completion of the proposed cross-border merger, creditors of S.E.A.C. Ireland Limited will become creditors of SeaChange NLG B.V. and their claims and rights as creditors will not otherwise be affected.
[(BUSINESS)]
S.E.A.C. Ireland Limited has made no specific arrangements for the exercise of rights of creditors as it does not believe it is necessary to do so. No such arrangements are required by the European Communities (Cross-Border Merger) Regulations 2008.

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:

S.E.A.C. IRELAND LIMITED
VESTA BUILDING, FINNABAIR INDUSTRIAL ESTATE,
DUNDALK, LOUTH.

Particulars of other merging companies

Name of Company:

SeaChange NLG B.V.

The registered office of the company:

Parmentierweg 8, 5657 EH Eindhoven, the Netherlands

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

A private company with limited liability organized and existing under the laws of the Netherlands.

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

Neither S.E.A.C. Ireland Limited nor SeaChange NLG B.V. have any minority members.
Upon completion of the proposed cross-border merger, creditors of S.E.A.C. Ireland Limited will become creditors of SeaChange NLG B.V. and their claims and rights as creditors will not otherwise be affected.
Creditors of SeaChange NLG B.V. have a right to object to the merger for a period of one month following the filing of the common draft terms of merger with the the Trade Register of the Dutch Chamber of Commerce.

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:

SeaChange NLG B.V.
Parmentierweg 8, 5657 EH Eindhoven, the Netherlands

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:

The Trade Register of the Dutch Chamber of Commerce
Registered under number 17170202

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 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 OR BY E-MAIL 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 16 May 2019 of a proposed merger between the following companies:

Shadowford Limited (registered in Ireland company number 522220) and

Dreaddrought International Limited S.à r.l.

Registered with The Luxembourg Trade and Companies Register.(registre de Commerce et des Sociétés, R.C.S.) under number b86.178

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 pm at the registered office of Shadowford Limited, 22 Northumberland Road, Ballsbridge, Dublin 4

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 pm at the registered office of Shadowford Limited, 22 Northumberland Road, Ballsbridge, 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

5 2 2 2 2 0



CRO receipt date stamp & barcode

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

Company name

in full

SHADOWFORD 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:

22 Northumberland Road, Ballsbridge, Dublin 4.

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

5 2 2 2 2 0

Legal form and law which governs the company:

Companies Act 2014

Private Company Limited by Shares

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*

YOLANDA ROMAN

Date

16/05/2019

Presenter details

note four

Person to whom queries can be addressed

Name

A&L Goodbody Solicitors

Address

North Wall Quay, IFSC, Dublin 1.

Telephone number

01 649 2000

Fax number 01 649 2649

Email

saroney@algoodbody.com

Reference number SRY 01424754

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:

Neither Shadowford Limited nor Dreadnought International Limited S.à r.l.
have any minority members.
Upon completion of the proposed cross-border merger, creditors of
Shadowford Limited will become creditors of Dreadnought International
Limited S.à r.l. and their claims and rights as creditors will not otherwise be
affected.
Shadowford Limited has made no specific arrangements for the exercise of
rights of creditors as it does not believe it is necessary to do so. No such
arrangements are required by the European Communities (Cross-Border
Mergers) Regulations 2008.

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:

Shadowford Limited
22 Northumberland Road, Ballsbridge, Dublin 4.

Particulars of other merging companies

Name of Company:

Dreadnought International Limited S.à r.l.

The registered office of the company:

41, avenue de la Liberté,
L-1931 Luxembourg,
Grand Duchy of Luxembourg.

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

A private limited liability company (société à responsabilité limitée – S.à r.l.)
incorporated under 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*

Neither Shadowford Limited nor Dreadnought International Limited S.à r.l. have any minority members.
Upon completion of the proposed cross-border merger, creditors of Shadowford Limited will become creditors of Dreadnought International Limited S.à r.l. and their claims and rights as creditors will not otherwise be affected.
Creditors of Dreadnought International Limited S.à r.l., whose claims predate the date of the publication of the deeds recording the merger may apply within 2 (two) months of that publication to the judge presiding the chamber of the competent district court (Tribunal d'Arrondissement) dealing with commercial matters in the district in which the debtor company is sitting to obtain adequate safeguards for any debts.

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:

Dreadnought International Limited S.à r.l.
41, avenue de la Liberté, L-1931 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:

Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés, R.C.S.) under number B 86.178

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 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 OR BY E-MAIL info@cro.ie