

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

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CROSS BORDER MERGER GAZETTE

25th September 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 18 September 2019 of a proposed merger between the following companies:

Cimpress Limited (registered in Ireland company number 607465) and

Cimpress N.V.

Registered in the Dutch trade register under number 14117527.

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

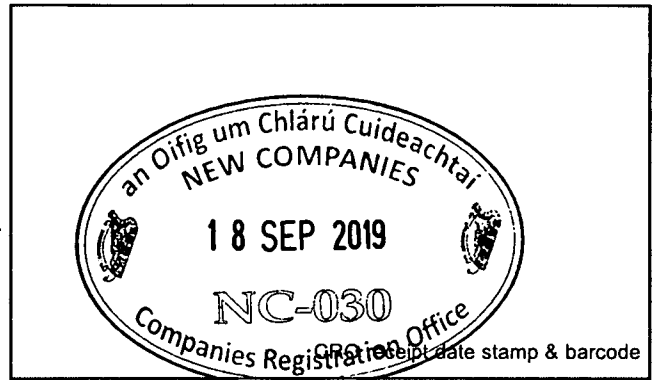
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.30 am and 5.00 pm at the registered office of Cimpress Limited, Building D, Xerox Technology Park, Dundalk, Co. Louth

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 Cimpress Limited, Building D, Xerox Technology Park, Dundalk, Co Louth.

Registrar of Companies

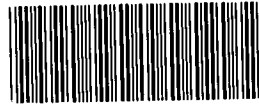
Draft terms of formation of Cross-Border Merger involving an Irish registered company

Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008



Company number

6 0 7 4 6 5



5709045

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

Company name

in full

Cimpress 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:

Building D, Xerox Technology Park, Dundalk, Co. Louth

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

6 0 7 4 6 5

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*

ROBERT SPRAGUE KEANE

Date

17 SEPTEMBER 2019

Presenter details

note four

Person to whom queries can be addressed

Name

Matheson

Address

70 Sir John Rogerson's Quay, Dublin 2, Ireland

Telephone number

01 232 2000

Fax number 01 232 3333

Email

matheson@matheson.com

Reference number PE/RMCC 667098/2

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 Company has two shareholders: Matsack Nominees Limited and Cimpress Holding Unlimited Company. Pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008, as amended (the "Regulations"), a special resolution is to be passed by the shareholders of the Company to approve the merger. The shareholders shall be permitted to inspect the common draft terms of merger and directors' explanatory report (prepared by the boards of the merging companies) at the registered office of the Company.
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:

Building D, Xerox Technology Park, Dundalk, Co. Louth

Cimpress N.V.

The registered office of the company:

Cimpress N.V. has its corporate seat (statutaire zetel) in Venlo, the Netherlands and is headquartered in Ireland, having its address at Building D, Xerox Technology Park, Dundalk, Co. Louth .

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

A public limited company, incorporated 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*

The rights and obligations of the creditors of Cimpress N.V. will transfer to the Company pursuant to the Regulations and applicable Dutch law. The creditors of Cimpress N.V. may exercise their rights under Section 2:316 of the Dutch Civil Code.
A general meeting will be convened to approve the entry into the merger. Any shareholder of Cimpress N.V. that votes against the merger will be entitled to claim a cash compensation in lieu of shares in the Company in accordance with Section 2:333h(1) of the Dutch Civil Code.

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:

Venlo, the Netherlands and Building D, Xerox Technology Park, Dundalk, Co. Louth

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:

Registered in the Dutch trade register under number 14117527

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:

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