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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:0002013/H/26
CROSS BORDER MERGER GAZETTE
26th June 2013

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 21 June 2013 of a proposed merger between the following companies:

Moog Ireland International Financial Services Centre Limited (registered in Ireland Company number 400409) and

Moog International Financial Services Centre S.A.R.L. Kept in Luxembourg Register of Commerce and Companies, section B, number 177940.

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 between the hours of 10.00am and 5.00 pm at the registered office of Moog Ireland International Financial Services Centre Limited, Ringaskiddy, Cork, Co. Cork, Ireland

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Moog Ireland Interational Financial Services Centre Limited, Ringaskiddy, Cork, Co. Cork, Ireland.

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
 S249A Companies Act 1990 (inserted by s107 Company Law Enforcement Act 2001)
 Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

CRO COM ANO



4761462



CRO receipt date stamp
 Companies Acts 1963 to 2006

CBM1

Company number

4 0 0 4 0 9

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

Company name

in full

MOOG IRELAND INTERNATIONAL FINANCIAL SERVICES CENTRE

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.

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:

RINGASKIDDY, CORK, CO. CORK, IRELAND

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

4 0 0 4 0 9

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES

IRISH LAW

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*

DIDIER LANG

Date

20 | 06 | 13

Presenter details

note four

Name

Matheson

Address

70 Sir John Rogerson's Quay

Dublin 2

DX number

2

DX exchange

Dublin

Telephone number

+353 1 232 2000

Fax number

+353 1 232 3333

E-mail

matheson@matheson.com

Reference number

648428/3

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

Regulation 12 of the European Communities (Cross-Border Merger) Regulations 2008 (the "Regulations")
does not apply as the Company is a wholly owned subsidiary of Moog International Financial Services Center S.à r.l.
Center S.à r.l.
There are no minority shareholders in the Company.
Creditors of the Company may exercise their rights under regulation 15 of the Regulations.
The rights and obligations of the Company will transfer to Moog International Financial Services Center S.à r.l. pursuant to the Regulations and, in Luxembourg, pursuant to the law of 10 August 1915 on companies (as amended) (the "Luxembourg law")

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:

Moog International Financial Services Centre Limited
Registered Office: Ringaskiddy, Co. Cork, Ireland

Particulars of other merging companies

Name of Company:

MOOG INTERNATIONAL FINANCIAL SERVICES CENTER S.À R.L.

The registered office of the company:

1, Zone d'Activités Economiques Krakelshaff, L-3290 Bettembourg, Grand Duchy of Luxembourg

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

Limited liability company ("societe a responsabilite limitee") incorporated under 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*

Moog International Financial Services Center S.à r.l. has only one shareholder, Moog Luxembourg Finance S.à r.l.

A resolution will be passed in order to approve the cross-border merger in accordance with the Luxembourg law.

The shareholders and creditors of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the Common Draft Terms, in accordance with the Regulations and Article 267, paragraph 1 (a), (b), (c) and (d) of the Luxembourg law. Pursuant to Article 268 of the Luxembourg law, creditors of the Merging Companies, whose claims predate the date of publication of the minutes of the extraordinary general meeting of the shareholders of the shareholders of the Merging Companies may, notwithstanding any agreement to the contrary, apply within two months of that publication to the judge presiding over the Tribunal d'Arrondissement dealing with commercial matters, to obtain adequate safeguard of collateral for any mature or un-matured debts where 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:

Moog International Financial Services Center S.à r.l.

1, Zone d'Activités Economiques Krakelshaff, L-3290 Bettembourg, 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 Register of Commerce and Companies, section B, number 177940.

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 Acts 1963-2006 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.cro.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. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, O'Brien Road, Carlow, County Carlow

Payment If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts 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 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). 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 THE COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY EMAIL at info@cro.ie