

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 000/2019/J/9**

**CROSS BORDER MERGER GAZETTE**

**27th February 2019**

CRO GAZETTE, WEDNESDAY, 27<sup>th</sup> February 2019

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 20-FEB-19 AND 26-FEB-19							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
47264	UTC Fire & Security Ireland Holdings Limited	CBM1	20/02/2019				
587064	Dahlgren Limited	CBM1	21/02/2019				

## **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 20 February 2019 of a proposed merger between the following companies:

UTC Fire & Security Ireland Holdings Limited (registered in Ireland company number 47264) and

UTC Fire and Security Luxembourg SARL

Registered with the Luxembourg Trade and Companies Register. Registered Number B151396

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](http://www.cro.ie)

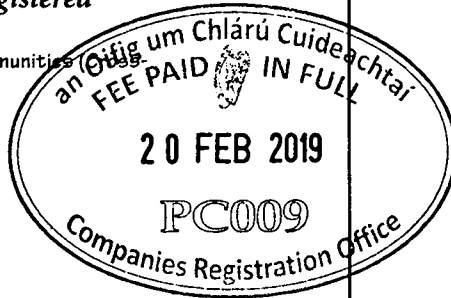
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.30am and 5.00 pm at the registered office UTC Fire & Security Ireland Holdings Limited, Units 1 and 2, 2004 Orchard Avenue, Citywest Business Campus, Naas Road, D24 XR15, Dublin 24

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 UTC Fire & Security Ireland Holdings Limited, Units 1 and 2, 2004 Orchard Avenue, Citywest Business Campus, Naas Road, D24 XR15, Dublin 24

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



CRO receipt date stamp & barcode

Company number

4 7 2 6 4

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

**Company name**

*in full*

UTC FIRE AND SECURITY IRELAND HOLDINGS 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:

UNITS 1 AND 2 2004 ORCHARD AVENUE, CITYWEST BUSINESS CAMPUS, NAAS ROAD, D24 XR15, DUBLIN 24

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

4 7 2 6 4

Legal form and law which governs the company:

Private Company Limited by Shares  
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*

PAUL FITZGERALD

Date

20 FEBRUARY 2019

**Presenter details**

*note four*

Person to whom queries can be addressed

Name

Arthur Cox

Address

TEN EARLSFORT TERRACE, DUBLIN 2

D02T380

Telephone number

01 920 1000

Fax number 01 920 1020

Email

DUBLIN@ARTHURCOX.COM

Reference number BD/COC/UT009/006

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:

Pursuant to Regulation 11(1)(a) of the European Communities (Cross-Border Merger) Regulations 2008, as amended, (the "Regulations"), shareholder approval of the Company is not required as the Company is a transferor company in a merger by absorption.
Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company will be a wholly owned subsidiary of UTC Fire and Security Luxembourg SARL at the effective time of the merger.
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.
The rights and obligations of the Company will transfer to UTC Fire and Security Luxembourg SARL pursuant to the Regulations and the applicable Luxembourg law.
The shareholders and the 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 of merger ("CDT"), in accordance with the regulations and applicable 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:

UNITS 1 AND 2, 2004 ORCHARD AVENUE, CITYWEST BUSINESS CAMPUS, NAAS ROAD, D24 XR15, DUBLIN 24





## **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 February 2019 of a proposed merger between the following companies:

Dahlgren Green Limited (registered in Ireland company number 587064) and

Virtual Media Press SL

Registered with the Companies Registration Office of Palma, in volume 2551, page 119, sheet number PM-72692

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](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.30am and 5.00 pm at the registered office Dahlgren Limited, The CHQ Building, Custom House Quay, Dublin 1.

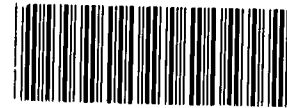
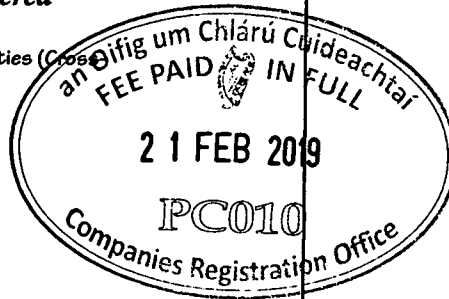
The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of Dahlgren Limited, The CHQ Building, Custom House Quay, Dublin 1.

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



7428028

CRO receipt date stamp & barcode

Company number

587064

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

Company name

*in full*

DAHLGREN 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:

THE CHO BUILDING, CUSTOM HOUSE QUAY  
DUBLIN 1, IRELAND

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

587064

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES AND  
INCORPORATED UNDER THE LAWS OF IRELAND.

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

*Enda Harty*

Name *in block letters or typescript*

ENDA HARTY

Date

11/02/2019

Presenter details

*note four*

Person to whom queries can be addressed

Name

FLYNN O'ORISCALL BUSINESS LAWYERS

Address

1 GRANTS ROAD, LOWER MOUNT STREET, DUBLIN  
D02 FX 96

Telephone number

01 6424292

Fax number 01 661 8918

Email

Reference number V121/11/SOR

**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:

Creditors of Dahlgren Limited may exercise their rights under
Regulation 15 (Protection of Creditors) of the European Communities
(Cross Border Mergers) Regulations 2008.
Regulation 12 (Purchase of Minority Shares) does not apply as Dahlgren
Limited is not a transferor company and, further, as there are no minority
members.
Dahlgren Limited has made available for inspection at its
registered office the Common Draft Terms and the Directors Explanatory
Report.

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:

THE CHQ BUILDING,
CUSTOM HOUSE QUAY,
DUBLIN 1



