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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002016/J/17
CROSS BORDER MERGER GAZETTE
27th April 2016

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 20-APR-16 AND 26-APR-16							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
579321	Apple Software Service Limited	CBM1	22/04/2016				

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 22 April 2016 of a proposed merger between the following companies:

Apple Software Service Limited (registered in Ireland Company number 579321) and

ITUNES Sá.r.l

Registered with the Luxembourg Trade and Companies Register

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 10.00am and 4.30 pm at the registered office of Apple Software Services Limited, Hollyhill Industrial estate, Hollyhill, Cork, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 4.30 pm at the registered office of Hollyhill, Industrial Estate, Hollyhill, Cork, Ireland

Registrar of Companies

6342474



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 7 9 3 2 1

CRO receipt date stamp & barcode

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

Company name

in full

APPLE SOFTWARE SERVICES 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:

Hollyhill Industrial Estate, Hollyhill, Cork, Ireland

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

5 7 9 3 2 1

Legal form and law which governs the company:

Private company limited by shares incorporated under 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*

FIONA MURPHY

Date

19 APRIL 2016

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 ROS/KT/658636/18

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:

Apple Software Services Limited (the "Company") will have a single
shareholder, Apple Distribution International (the "Shareholder") at the time of
implementation of the Merger and a special resolution will be passed to
approve the cross-border merger pursuant to Regulation 10 of the European
Communities (Cross-Border Border Mergers) Regulations 2008 (as amended)
(the "Regulations").
Regulation 12 (Protection of Minority Shareholders) of the Regulations does
not apply as the Company will be wholly-owned by the Shareholder.
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:

Hollyhill Industrial Estate, Hollyhill, Cork, Ireland

Particulars of other merging companies

Name of Company:

iTunes S.à r.l.

The registered office of the company:

31-33, rue Sainte Zithe, L-2763 Luxembourg

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

Private limited liability company (Société à responsabilité limitée), governed by 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*

The rights and obligations of the creditors of iTunes S.à r.l. will transfer to the Company pursuant to the Regulations and applicable Luxembourg laws. Such creditors will also be granted the opportunity to review certain documentation relating to the Merger including the Common Draft Terms, in accordance with applicable Luxembourg laws.
In accordance with Luxembourg Law, the creditors of iTunes S.à r.l. may, notwithstanding any agreement to the contrary, apply to the judge presiding the chamber of the "Tribunal d'Arrondissement de et à Luxembourg" dealing with commercial matters and sitting as in urgency matters to obtain adequate safeguards of collateral for any matured or unmatured debts, in case the cross-border merger would make such protection necessary.
iTunes S.à r.l. will have only one shareholder, the Company. There will be no minority shareholders who might vote against the cross-border merger.

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:

31-33, rue Sainte Zithe, L-2763 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

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 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Mergers Section, Companies Registration Office, 14 Parnell Square, 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