

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 000/2019/J/22

CROSS BORDER MERGER GAZETTE

29th May 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 22 May 2019 of a proposed merger between the following companies:

Hewlett-Packard Europe Finance Designated Activity Company (registered in Ireland company number 238599) and

Centaurus Holdings B.V.

Registered with the Trade Register of the Dutch Chamber of Commerce (Kamer van Koophandel)- registration number 62032674.

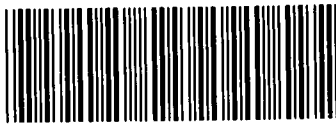
The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

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 Hewlett-Packard Europe Finance Designated Activity Company, Liffey Park, Barnhall, Leixlip, Co. Kildare, Ireland.

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 Hewlett-Packard Europe Finance Designated Activity Company, Liffey Park, Barnhill, Leixlip, Co. Kildare, Ireland.

Registrar of Companies

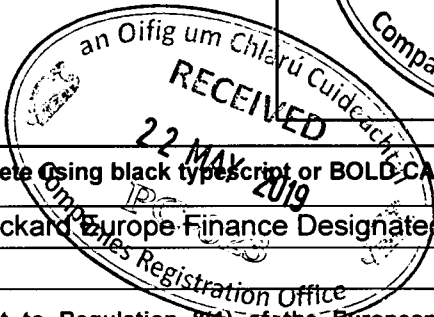
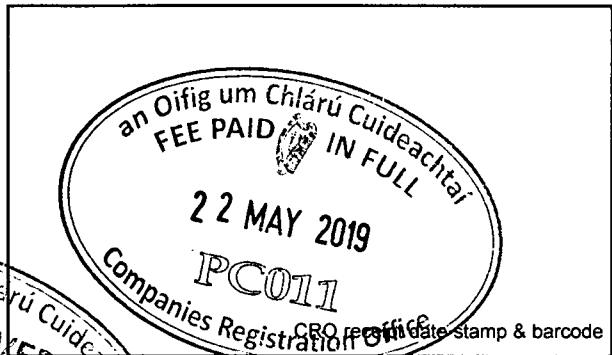


Draft terms of formation of Cross-Border Merger involving an Irish registered company

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

Company number

2 3 8 5 9 9



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

Company name
in full

Hewlett-Packard Europe Finance Designated Activity 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:

Liffey Park, Barnhall, Leixlip, Co Kildare, Ireland

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

2 3 8 5 9 9

Legal form and law which governs the company:

Designated activity company governed by Part 16 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*
Bas van der Goorbergh

Date
22 May 2019

Presenter details
note four

Person to whom queries can be addressed

Name
Address
Telephone number
Email

Matheson
70 Sir John Rogerson's Quay, Dublin 2, Ireland
(01) 232 2000 Fax number (01) 232 3333
matheson@matheson.com Reference number PS/GB/CBU666448-12

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 of the European Communities (Cross-Border Merger) Regulations 2008, as amended (the "Regulations"), approval of the shareholder of Hewlett-Packard Europe Finance Designated Activity Company (the "Company") is not required as the cross-border merger will be effected as a merger by absorption of a wholly-owned subsidiary. Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company is a wholly-owned subsidiary of Centaurus Holding B.V. (the "Shareholder").
Following the merger, the creditors of the Company will become the creditors of the Shareholder, and the merger will not therefore affect the rights of the creditors of the Company. Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.
The Shareholder and creditors of the Company shall be permitted to inspect at the registered office of the Company, the relevant merger documents including the common draft terms of 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:

Hewlett Packard Europe Finance Designated Activity Company
Liffey Park, Barnhall, Leixlip, Co Kildare, Ireland

Particulars of other merging companies

Name of Company:

Centaurus Holding B.V.

The registered office of the company:

Stroombaan 16, 1181 VX Amstelveen, the Netherlands

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

Private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) 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 Company will transfer to the Shareholder pursuant to the Regulations and applicable Dutch laws. The creditors of the Shareholder may exercise their rights in accordance with applicable Dutch laws.

In accordance with applicable Dutch laws, the merger shall be approved by the board of directors of the Shareholder, without prejudice to the right of shareholders of the Shareholder who represent at least 5% of the share capital of the Shareholder to request the approval of the merger to be made by means of a shareholder resolution.

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:

Centaurus Holding B.V.

Stroombaan 16, 1181 VX Amstelveen, 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:

Trade Register of the Dutch Chamber of Commerce

(Kamer van Koophandel) - registration number 62032674.

**Particulars of other
merging companies**

Name of Company:

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:

N/A