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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002016/J/26
CROSS BORDER MERGER GAZETTE

29th June 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 23 June 2016 of a proposed merger between the following companies:

Intellifin Limited (registered in Ireland Company No. 394630) and

European Explorers Consolidated S.a.r.l

Registered with the Dutch Trade Register of the Chamber of Commerce under number 30168090 and

Prosyne S.a.r.l

Registered with the Luxembourg Trade and Companies Register under number B104741

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 5.00 pm at the registered office of Intellifin Limited, 7th Floor, Hume House, Ballsbridge, Dublin 4, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 5.00 pm at the registered office Intellifin, 7th Floor, Hume House, Ballsbridge, Dublin 4, Ireland

Registrar of Companies

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 22-JUN-16 AND 28-JUN-16							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
394630	Intellifin Limited	CBM1	23/6/2016				

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

3 9 4 6 3 0

CRO receipt date stamp & barcode

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

Company name

in full

Intellifin 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:

7th Floor, Hume House, Ballsbridge, Dublin 4

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

3 9 4 6 3 0

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*

ROSEMARY FAHY

Date

June 16, 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

+353 1 232 2000

Fax number +353 1 232 3333

Email

pat.english@matheson.com

Reference number PE/LCON 666623/1

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 Mergers)
Regulations 2008 (the "Regulations") does not apply as the Company is a wholly-owned subsidiary of European Explorers Consolidated B.V. and there are no minority shareholders of the Company.
Creditors of the Company may exercise their rights under regulation 15 of the Regulations.
The rights and obligations of the Company and Prosyne S.a r.l. will transfer to European Explorers Consolidated B.V. pursuant to the Regulations and the corresponding provisions of the law in the Netherlands and Luxembourg relating to cross-border mergers.

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:

Intellifin Limited
7th Floor, Hume House, Ballsbridge, Dublin 4, Ireland

Particulars of other merging companies

Name of Company:

European Explorers Consolidated S.a r.l.

The registered office of the company:

Amsterdam, the Netherlands

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

Private limited liability company organised and existing under the laws of the Netherlands and 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 merging companies do not have any minority members.

Under Dutch law, the creditors of the transferor companies have the right to file a petition against the merger with the competent court, specifying the requested safeguards. Such petitions can be filed up to one month after the date of the announcement in the national newspaper of the filing of the Common Draft Terms.

Under Luxembourg law, the creditors of the merging companies, whose claims predate the date of publication of the extraordinary general meeting of the transferor company to be held before a Luxembourg notary approving the merger, may within two months apply to the competent court to obtain adequate safeguard of collateral for any matured and unmatured 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:

35, avenue Monterey, L-2163 Luxembourg, 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:

Dutch trade register of the Chamber of Commerce under number
30168090

Particulars of other merging companies

Name of Company:

Prosyne S.a r.l.

The registered office of the company:

35, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg

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

Private limited liability company organised and existing under 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*

See above.

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:

35, avenue Monterey, L-2163 Luxembourg, 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 Trade and Companies Register under number B

104741

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