

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

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CROSS BORDER MERGER GAZETTE

30th May 2018

CRO GAZETTE, WEDNESDAY, 30th May 2018

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 23-MAY-18 AND 29-MAY-18							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
13460	Zurich Insurance Public Limited Company	CBM1	24/05/2018				
290332	LMI Technologies Limited	CBM1	25/05/2018				

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 24 May 2018 of a proposed merger between the following companies:

Zurich Insurance Public Limited Company (registered in Ireland company number 13460)
and

Baden-Badener Versicherung Aktiengesellschaft

Registered with the Commercial Register of the Local Court (Amtsgericht) Saarbrücken
under registration number HRB 32872.

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 9.30am and 5.00 pm at the registered office of Zurich Insurance Public Limited Company, Zurich House, Ballsbridge Park, Dublin 4.

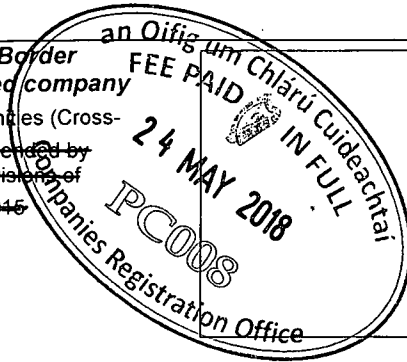
The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of Zurich Insurance Public Limited Company, Zurich House, Ballsbridge Park, Dublin 4.

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 as amended by European Communities (Mergers and Divisions of Companies)(Amendment) Regulations 2016



CRO receipt date stamp

Company number

1	3	4	6	0		
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Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name

in full

Zurich Insurance Public Limited 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 as amended by Regulation 2 of the European Communities (Mergers and Divisions of Companies)(Amendment) Regulations 2015, 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:

Zurich House, Ballsbridge Park, Dublin 4

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

1	3	4	6	0	
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Legal form and law which governs the company:

Public limited company under the Companies Act 2014 and governed by 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*

Patrick Manley

Date **24 May 2018**

Presenter details

Person to whom queries can be addressed

Name	McCann FitzGerald		
Address	Riverside One, Sir John Rogerson's Quay, Dublin 2		
DX number	31 Dublin	DX exchange	
Telephone number	01 829 0000	Fax number	01 829 0010
Email	inquiries@mccannfitzgerald.ie	Reference number	SYD

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
Creditors of Zurich Insurance plc ("ZIP") may exercise their rights under Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations"). Any creditor of ZIP that is entitled to a debt or claim against ZIP on the date of publication of this notice is entitled to be heard by the Irish High Court when the Court considers the effectiveness of the merger pursuant to Article 14 of the Regulations. Any such creditor who has a concern that they will be unfairly prejudiced by the merger should give written notice to ZIP of their objection to the merger. The written notice should provide full details of their objection including the basis for and amount of their debt or claim and how they are unfairly prejudiced by the merger. This notice should be sent to the Company Secretary at the address below. Any unresolved representations received from creditors will be brought to the attention of the Irish High Court at the hearing when the Court considers the effectiveness of the merger pursuant to Article 14 of the Regulations.
Minority members / members of the merging companies
All companies involved in the merger are subsidiaries in the Zurich Insurance group, the ultimate parent of which is Zurich Insurance Group Ltd. Accordingly, there are no minority members. The shareholders of each merging company will be asked to consider and approve the proposed 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:

Zurich Insurance Public Limited Company
Zurich House
Ballsbridge Park
Dublin 4
(Ref: Company Secretary)

Particulars of other merging companies

Name of Company:

Baden-Badener Versicherung Aktiengesellschaft

The registered office of the company:

Schlackenbergrasse 20

66386 St. Ingbert

Germany

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

Stock corporation (Aktiengesellschaft) incorporated under the laws of Germany

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

Creditors

The rights and obligations of creditors of Baden-Badener Versicherung Aktiengesellschaft ("BBV") will transfer to ZIP pursuant to the Regulations and the applicable laws of Germany as a consequence of the merger. Under German law, the creditors of BBV have the right to demand that security be provided if their claim(s) arose before or up to fifteen (15) days after the date of publication of the Common Draft Terms on the official website (www.handelsregisterbekanntmachungen.de) of the German Commercial Register responsible for BBV (see details below). Under German law, any BBV creditor who meets this requirement and wishes to exercise this right, must make the demand within a period of two (2) months after such date of publication. For this purpose, any demand must be made in writing to BBV and must include the basis and amount of any claim(s) and substantiate that the fulfilment of the claim(s) is put at risk by the merger.

Minority members / members of the merging companies

All companies involved in the merger are subsidiaries in the Zurich Insurance group, the ultimate parent of which is Zurich Insurance Group Ltd. Accordingly, there are no minority members. The shareholders of each merging company will be asked to consider and approve the proposed 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:

Schlackenbergrasse 20

66386 St. Ingbert

Germany

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:

Commercial Register of the Local Court (Amtsgericht) Saarbrücken under registration number HRB 32872.

Particulars of other merging companies

Name of Company:

Not applicable

The registered office of the company:

Not applicable

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

Not applicable

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

Not applicable

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:

Not applicable

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:

Not applicable

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 Bloom House, Gloucester Place Lower, Dublin 1. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, Bloom House, Gloucester Place Lower, 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

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 25 May 2018 of a proposed merger between the following companies:

LMI Technologies Limited (registered in Ireland company number 290332) and
LMI Technologies B.V.
Registered with the Chamber of Commerce of the Netherlands; 14067178

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 9.30am and 5.00 pm at the registered office of LMI Technologies Limited, Unit 1, Nass Road Industrial Park, Dublin 12.

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 LMI Technologies Limited, Unit 1, Naas Road Industrial Park, Dublin 12.

Registrar of Companies

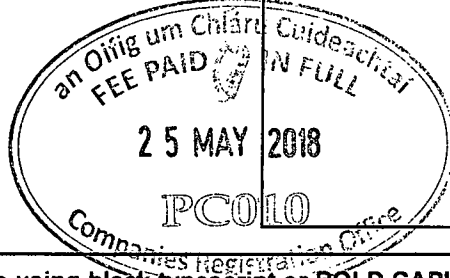


Draft terms of formation of Cross-Border Merger involving an Irish registered company

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

Company number

2 9 0 3 3 2



6219459

CRO receipt date stamp & barcode

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

Company name
in full

LMI Technologies 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:

UNIT 1, NAAS ROAD INDUSTRIAL PARK, DUBLIN 12,

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

2 9 0 3 3 2

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

Name *in block letters or typescript*

Jozef Maria Alexander Quaedflieg

Date **22 May 2018**

Presenter details
note four

Person to whom queries can be addressed

Name

FLYNN O DRISCOLL BUSINESS LAWYERS

Address

1 GRANTS ROW, LOWER MOUNT STREET, DUBLIN 2, D02 HX96

IRELAND

Telephone number

016424292

Fax number

Email

jamesduggan@fod.ie

Reference number **LMI11/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:

At the time at which the merger becomes effective, LMI Technologies B.V.
(the "acquiring company ") will be the sole shareholder of
LMI Technologies Limited (the"transferor company"). The merger will be a
merger by absorption of the transferor company into the acquiring
company in accordance with Article 11(1)(1) of the European
Communities (Cross-Border Mergers) Regulation 2008 (the "Regulations").
If the merger becomes effecticve, all rights and obligations of the creditors
of the transferor company will transfer to the acquiring company by
operation of law under Article 19 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:

UNIT 1, NAAS ROAD INDUSTRIAL PARK, DUBLIN 12



Particulars of other merging companies

Name of Company:

LMI Technologies B.V.

The registered office of the company:

Wiebachstraat 25 B, 6466 NG Kerkrade, The Netherlands

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

PRIVATE COMPANY WITH LIMITED LIABILITY 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 acquiring company holds the entire beneficial interest in the transferor company. The merger will be a merger by absorption of the transferor company into the acquiring company. The merger will therefore have no effect on the rights of minority shareholders.
If the merger becomes effective, all rights and obligations of the creditors of the transferor will transfer to the acquiring company by operation of law under Regulation 19 of the Regulations. Creditors of the transferor company will be entitled to 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:

LMI Technologies B.V.
Wiebachstraat 25 B, 6466 NG Kerkrade, 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:

Chamber of Commerce of The Netherlands: 14067178

NOTES ON COMPLETION OF FORM CBM1

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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.

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Companies Registration Office, Bloom House, Gloucester Place Lower, 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.

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