



Gazette

ISSUE ID: 0000/2023/J/12
CROSS BORDER MERGER GAZETTE
31 May 2023

CRO GAZETTE, WEDNESDAY, 31 May 2023

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 24-MAY-23 AND 30-MAY-23							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
315475	Clearstream Technologies Group Limited	CBM1	24/5/2023				

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 2023 of a proposed merger between the following companies:

Clearstream Technologies Group Limited (registered in Ireland company number 315475) and

Becton Dickinson Europe Holdings S.A.S.

Registered with the Trade and companies register of Grenoble under number 529 009 00035

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 p.m at the registered office of Clearstream Technologies Group Limited, Moyne Upper, Enniscorthy, Wexford, 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 p.m. at the registered office of Clearstream Technologies Group Limited, Moyne Upper, Enniscorthy, Wexford, 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

3 1 5 4 7 5

SR 177 2125



CRO receipt date stamp & barcode

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

Company name

in full

Clearstream Technologies Group 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:

Moyne Upper, Enniscorthy, Wexford, Ireland

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

3 1 5 4 7 5

Legal form and law which governs the company:

Private Company Limited by Shares 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

GERALD REYNOLDS

Date

23 May 2023

Presenter details

note four

Person to whom queries can be addressed

Name

Arthur Cox

Address

10 Earlsfort Terrace, Dublin 2, D02 T380

Telephone number

01 920 1355

Fax number N/A

Email

jean.kiely@arthurcox.com

Reference number CR068/057

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:

The proposed merger is a merger by absorption of Clearstream Technologies Group Limited ("CTGL") (as transferor company) by Becton Dickinson Europe Holdings S.A.S. ("BDEH") (as successor company) (the "Merger").
Rights of creditors of CTGL
If the Merger becomes effective, all rights and obligations of CTGL will transfer to BDEH pursuant to the Merger.
Rights of Minority Members to CTGL
Regulation 12 (Protection of Minority Shareholders) of the European Communities (Cross-Border Merger) Regulations 2008, as amended, does not apply as CTGL is a wholly owned subsidiary of BDEH.

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:

Clearstream Technologies Group Limited
Moyne Upper
Enniscorthy
Wexford
Ireland

**Particulars of other
merging companies**

Name of Company:

Becton Dickinson Europe Holdings S.A.S.

The registered office of the company:

5 Avenue Raymond Chanas

38320 Eybens

France

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

Simplified joint stock company (société par actions simplifiée) under the laws of France

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

Rights of creditors of BDEH

Creditors of BDEH and CTGL may oppose the Merger pursuant to the conditions set out in article L236-14 of the French Commercial Code.

Rights of Minority Members of BDEH

The Common Draft Terms will be approved by the shareholders of BDEH.

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:

Becton Dickinson Europe Holdings

5 Avenue Raymond Chanas

38320 Eybens, France

☐

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

note one

--	--	--	--	--	--	--

☒

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:

Registered with the Trade and companies register of Grenoble
under number 529 009 00035.

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

--	--	--	--	--	--	--	--

☐ 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