

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

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CROSS BORDER MERGER GAZETTE

4th October 2017

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 2 October 2017 of a proposed merger between the following companies:

Doosan Holdings Europe Limited (registered in Ireland Company number 446622) and

Doosan Bobcat EMEA s.r.o.

Registered with the commercial register of the Municipal Court in Prague, file No. C 85459

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 9.30 am and 5.00 pm at the registered office of Doosan Holdings Europe Limited, Block B, Swords Business Campus, Swords, Co. Dublin.

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 Doosan Holdings Europe Limited, Block B, Swords Business Campus, Swords, Co. Dublin.

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

4 4 6 6 2 2

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

Company name

in full

Doosan Holdings Europe 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:

Block B, Swords Business Campus, Swords, Co. Dublin

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

4 4 6 6 2 2

Legal form and law which governs the company:

A private limited liability company incorporated under the Companies Act 1963 to 2013 and now governed by 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*

DECLAN LARKIN

Date

29/9/17

Presenter details

note four

Person to whom queries can be addressed

Name

Eversheds Sutherland

Address

One Earlsfort Centre, Earlsfort Terrace, Dublin 2

Telephone number

01 6644200

Fax number 016644300

Email

cosec@eversheds-sutherland.ie

Reference number 35464.26

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:

Doosan Holdings Europe Limited ("DHEL") has only 1 shareholder, namely, Doosan Bobcat Inc ("DBI"). There are no minority shareholders.
It is proposed that DBI will, in due course, approve the cross-border merger at a general meeting pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations").
DBI shall be permitted to inspect at the registered office of the Company the Common Draft Terms of Merger (the "Terms of Merger").
On completion of the merger, all assets and liabilities of DHEL are transferred to Doosan Bobcat EMEA s.r.o ("DBEM") therefore DBEM will assume liability for all of DHEL's obligations to creditors.
DBEM is a limited liability company incorporated in the Czech Republic and subject to suit in its own name amenable to the jurisdiction of the courts of the Czech Republic.

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:

Block B, Swords Business Campus, Swords, Co. Dublin

Name of Company:

Doosan Bobcat EMEA s.r.o.

The registered office of the company:

Dobříš, U Kodetky 1810, Postal Code 26312, Czech Republic

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

limited liability company governed by the laws of the Czech Republic

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

DBEM has only 1 shareholder, namely, DHEL. DBEM has no minority shareholders. DHEL is the transferor company and DBEM is the successor company.

It is proposed that DHEL as shareholder of DBEM will, in due course, approve the cross-border merger pursuant to the provisions of Sec. 15, Sec. 70 et seq., Sec. 180 and Sec. 191 of Czech Act No. 125/2008 Coll., on the transformations of commercial companies and cooperatives, as amended.

The creditors of DBEM shall be advised of their rights in the cross-border merger by means of a notice published by DBEM in the Czech Commercial Bulletin and the Terms of Merger shall be desposited with the Collection of Deeds maintained by the Czech Court.

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:

Dobříš, U Kodetky 1810, Postal Code 26312, Czech Republic

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:

maintained by the Municipal Court in Prague, file No. C 85459

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

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 relodged 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