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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

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CROSS BORDER MERGER GAZETTE

7th December 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 30 November 2016 of a proposed merger between the following companies:

Sanlam Emerging Markets Ireland Limited (registered in Ireland Company number 571473) and

Seimil I B.V. and Semil II B.V.

Registered at the Trade Register of the Dutch Chamber of Commerce under number 54428718.

and

Semil II B.V.

Registered at the Trade Register of the Dutch Chamber of Commerce under number 55278337

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

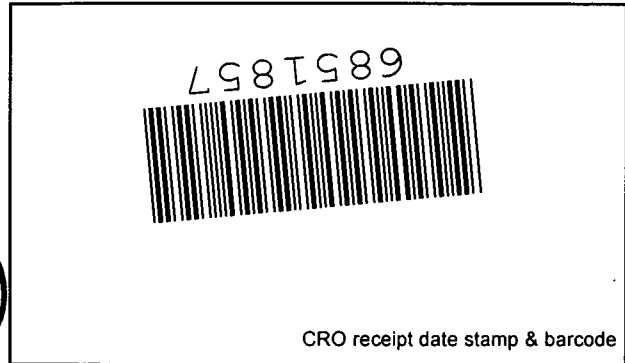
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00am and 5.00 pm at the registered office of Sanlam Emerging Markets Ireland Limited, Beech House, Beech Hill Road, Dublin 4.

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 of Sanlam Emerging Markets Ireland Limited, Beech House, Beech Hill Road, 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



Company number

5 7 1 4 7 3

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

Company name

in full

Sanlam Emerging Markets ^{Ireland} 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:

Beech House, Beech Hill Road, Dublin 4.

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

5 7 1 4 7 3

Legal form and law which governs the company:

Private company limited by shares incorporated under the Irish 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*

Richard Aslett

Date

29 November 2016

Presenter details

note four

Person to whom queries can be addressed

Name

KPMG Legal Services

Address

1 Stokes Place, St. Stephens Green, Dublin 2

Telephone number

01 410 1000

Fax number

Email

legalservices@kpmg.ie

Reference number MF/12243272.1

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:

The creditors of Sanlam Emerging Markets Ireland Limited (the "Absorbing Company") are entitled to be heard at the final hearing of the Irish High Court to confirm the merger in accordance with Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Irish Regulations").
Regulation 12 of the Irish Regulations (Protection of Minority Shares) does not apply as the Absorbing Company is not a "transferor company" for the purposes of Regulation 12.

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:

Beech House, Beech Hill Road, Dublin 4.

Particulars of other merging companies

Name of Company:

SEMIL I B.V.

The registered office of the company:

Herikerbergweg 238 Luna ArenA, 1101 CM Amsterdam, the Netherlands.

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

A private company with limited liability, organised and existing 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 creditors of SEMIL I B.V. will transfer to the Absorbing Company at the effective time of the merger by operation of the Irish Regulations and Articles 2:309 up to and including 2:3331 of the Dutch Civil Code (the "Dutch Regulations").
SEMIL I B.V. acknowledges that the creditors of SEMIL I B.V. may exercise their rights in accordance with the applicable provisions of the Dutch Regulations.
SEMIL I B.V. has only one member, being the Absorbing Company, which has approved the merger in principle.

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:

Herikerbergweg 238 Luna ArenA, 1101 CM Amsterdam, 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:

Registered at the Trade Register of the Dutch Chamber of Commerce under number 54428718.

Particulars of other merging companies

Name of Company:

SEMIL II B.V.

The registered office of the company:

Herikerbergweg 238 Luna ArenA, 1101 CM Amsterdam, the Netherlands.

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

A private company with limited liability, organised and existing 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 creditors of SEMIL II B.V. will transfer to the Absorbing Company at the effective time of the merger by operation of the Irish Regulations and Articles 2:309 up to and including 2:3331 of the Dutch Civil Code (the "Dutch Regulations").
SEMIL II B.V. acknowledges that the creditors of SEMIL II B.V. may exercise their rights in accordance with the applicable provisions of the Dutch Regulations.
SEMIL II B.V. has only one member, being the Absorbing Company, which has approved the merger in principle.

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:

Herikerbergweg 238 Luna ArenA, 1101 CM Amsterdam, 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:

Registered at the Trade Register of the Dutch Chamber of Commerce under number 55278337

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