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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002015/J/37
CROSS BORDER MERGER GAZETTE
16th September 2015

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 9 September 2015 of a proposed merger between the following companies:

Wolters Kluwer Ireland Services Limited Company (registered in Ireland Company number 562324) and

Wolters Kluwer International Service N.V Limited Registered at the Register of Legal Entities, Department Mechelen, Belgium under registration number 0441. 027.129

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 between the business hours of 9.30 am and 5.00 pm at the registered office of Wolters Kluwer Ireland Services Limited, 43-49, Sir John Rogerson's Quay, Dublin 2

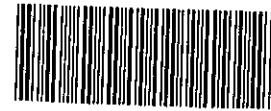
The Directors' Explanatory Report relating to the Merger is available for inspection between the business hours of 9.30 a.m. and 5.00 pm at the registered office of Wolters Kluwer Ireland Services Limited, 43-49, Sir John Rogerson's Quay, Dublin 2.

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

0000019



CRO receipt date stamp & barcode

Company number

5 6 2 3 2 4

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

Company name

in full

Wolters Kluwer Ireland Services 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:

43 - 49, Sir John Rogerson's Quay, Dublin 2

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

5 6 2 3 2 4

Legal form and law which governs the company:

Single member company limited by shares

Companies Act 1963 - 2013

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*

ROELOF HOVING

Date

7 SEPTEMBER 2015

Presenter details

note four

Person to whom queries can be addressed

Name

Beauchamps Solicitors

Address

Riverside Two, 43 - 49 Sir John Rogerson's Quay, Dublin 2

Telephone number

01-4180600

Fax number 01-4180699

Email

e.grealy@beauchamps.ie

Reference number PWC138/1/018

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:

There are no minority shareholders of Wolters Kluwer Ireland Services Limited (the "Company"). The sole shareholder is Wolters Kluwer International Holding B.V., a limited liability company having its registered office at Zuidpoelsingel 2, 2408 ZE Alphen aan den Rijn, Netherlands. The cross-border merger will be a merger by acquisition and it is proposed that the sole shareholder will approve the common draft terms of merger.
The Company does not currently have any creditors and it is not envisaged that any creditors of the Company will be prejudiced as a result of the cross-border merger. Under regulation 15 of the European Communities (Cross-Border Mergers) Regulations (as amended), any creditor who is entitled to any debt or claim against the Company may be entitled to be heard at the hearing of the application to Court for an order confirming scrutiny of the legality of the cross-border 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:

Wolters Kluwer Ireland Services Limited
Beauchamps Solicitors, Riverside Two, 43-49 Sir John Rogerson's Quay,
Dublin 2
Attn: Emer Moriarty Crowley

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

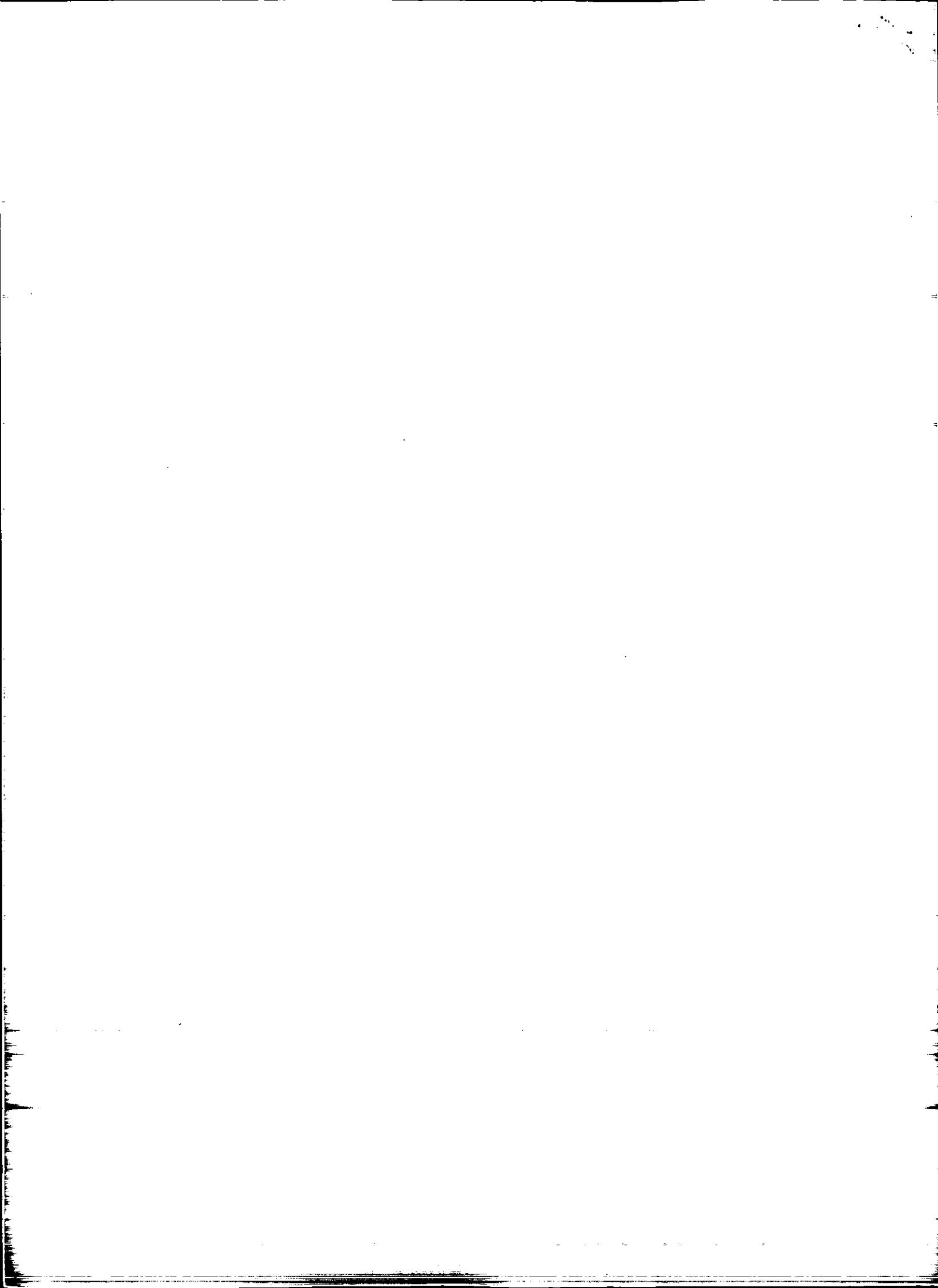
CRO address When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

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



Form CBM1 – Continuation Sheet

Particulars of other merging companies

Arrangements made for the exercise of the rights of creditors and any minority members of the merging companies

The shareholders of WKIS are Wolters Kluwer International B.V., a limited company having its registered office at Zuidpoolsingel 2, 2408 ZE, Alphen aan den Rijn, Netherlands and Wolters Kluwer NV, a public limited company having its registered office at Zuidpoolsingel 2, 2408 ZE, Alphen aan den Rijn, Netherlands. The cross-border merger will be a merger by acquisition and it is proposed that each of the shareholders will approve the common draft terms of merger. Pursuant to the common draft terms of merger, shares in the Company will issue to each of the shareholders of WKIS on a pro rata basis.

If the proposed cross-border merger becomes effective, all rights and obligations of the creditors of Wolters Kluwer International Services N.V will transfer to the Company. In accordance with article 684 of the Belgium Commercial Code, the creditors of Wolters Kluwer International Services N.V. will be able to obtain information about the manner in which they can exercise their rights free of charge from the registered office of WKIS and within 2 months of the publication of the cross-border merger in the Belgian Official Gazette all creditors of WKIS whose claim predates such publication will have the right to demand security for any claim not paid as at the date of publication.