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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002015/J/26
CROSS BORDER MERGER GAZETTE

1st July 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 22 June 2015 of a proposed merger between the following companies:

Cemex International Finance Company Limited (registered in Ireland, company number 226652) and

New Sunard Holdings B.V. Registered at the Trade Register of the Chamber of Commerce, the Netherlands, under registration number 34133556.

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 10.00 am and 5.00 pm at the registered office of Cemex International Finance Company Limited, 70 Sir John Rogerson's Quay, Dublin 2, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection between the business hours of 10.00 a.m. and 5.00 pm at the registered office of Cemex International Finance Company Limited, 70 Sir John Rogerson's Quay, Dublin 2, Ireland.

Registrar of Companies

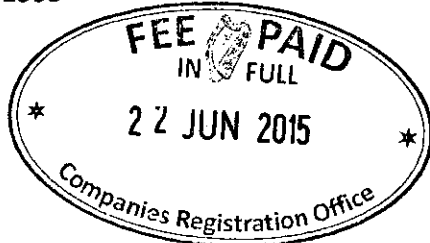
Draft terms of formation of Cross-Border Merger involving an Irish registered company

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



5892368

CRO receipt date stamp & barcode



Company number

2 2 6 6 5 2

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

Company name

in full

Cemex International Finance Company 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:

70 Sir John Rogerson's Quay, Dublin 2, Ireland

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

2 2 6 6 5 2

Legal form and law which governs the company:

Private company limited by shares incorporated under the Companies Acts 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*

JESUS GUMARO CAVAZOS

Date

22 JUNE 2015

Presenter details

note four

Person to whom queries can be addressed

Name

Matheson, Solicitors

Address

70 Sir John Rogerson's Quay, Dublin 2, Ireland

Telephone number

+353 1 232 2000

Fax number +353 1 232 3333

Email

matheson@matheson.com

Reference number PE / KOD / 640246/9

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:

Cemex International Finance Company Limited (the "Company") has one
shareholder, Cemex Operaciones México, S.A. de C.V., ("COM"). Pursuant to
Regulation 10 of the European Communities (Cross-Border Merger)
Regulations 2008, as amended (the "Regulations"), a special written
resolution will be passed by COM to approve the cross-border merger.
Regulation 12 (Protection of Minority Shareholders) of the Regulations does
not apply as the Company is a wholly owned subsidiary of COM.
Creditors of the Company may exercise their rights under Regulation 15 of
the Regulations.
The rights and obligations of the Company will transfer to New Sunward
Holding B.V. pursuant to the Regulations and applicable Dutch law.
The shareholders and creditors of the merging companies shall be permitted
to inspect at the registered office of the merging companies the relevant
merger documents including the common draft terms of merger, in
accordance with the Regulations and applicable Dutch law.

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:

Cemex International Finance Company Limited
70 Sir John Rogerson's Quay, Dublin 2, Ireland

Particulars of other merging companies

Name of Company:

New Sunward Holding B.V.

The registered office of the company:

Claude Debussylaan 26
1082 MD Amsterdam
The Netherlands

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

Private company with limited liability organised 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 the Company will transfer to New Sunward Holding B.V. pursuant to the Regulations and applicable Dutch laws.
New Sunward Holding B.V. has three shareholders: the Company; Cemex Trademark Holdings Limited; and COM (the "NSH Shareholders"). A special resolution of the NSH Shareholders will be passed to approve the cross-border merger pursuant to the Regulations and applicable Dutch laws.

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:

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:

Trade Register of the Chamber of Commerce, the Netherlands.
Registration number 34133556.

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:

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 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