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COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID:0002014 /H/35**  
**CROSS BORDER MERGER GAZETTE**  
**27th August 2014**

**European Communities (Cross-Border Merger) Regulations 2008 (as amended by the European Communities (Mergers and Divisions of Companies) (Amendment) Regulations 2011)**

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 19 August 2014 of a proposed cross border merger between the following companies:-

**Whitcas (Ireland) Limited** (registered in Ireland with company number 397251); and

**White & Case Holding Limited** (registered in England & Wales with company number 05143661).

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](http://www.cro.ie).

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.30pm on any day other than a Saturday, Sunday or public holiday at the registered office of Whitcas (Ireland) Limited at 3 Burlington Road, Dublin 4.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.30pm on any day other than a Saturday, Sunday or public holiday at the registered office of Whitcas (Ireland) Limited at 3 Burlington 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  
S249A Companies Act 1990 (inserted by s107 Company Law Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002



**5865783**

CRO receipt date stamp  
Companies Acts 1963 to 2013

**CBM1**

Company number

3 9 7 2 5 1

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

**Company name**

*in full*

Whitcas (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.

**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:

3 Burlington Road, Ballsbridge, Dublin 4

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

3 9 7 2 5 1

Legal form and law which governs the company:

Single member private company limited by shares  
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*

PETER FINLAY

Date 19 August 2014

**Presenter details**

*note four*

Name

Address

DX number

Telephone number

Email

EFC Registrars Limited	
3 Burlington Road, Dublin 4, Ireland	
25	DX exchange Dublin
01 2026400	Fax number 01 667 5200
lawyer@efc.ie	Reference number ec/w20009.41

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 members of either of the merging companies. The Irish transferor company and the UK transferee company have a common sole shareholder which common sole shareholder consents to the proposed cross-border merger.
There are no third parties with special rights in either of the two merging companies and, as a result no arrangements will be required to be put in place to protect third parties with such entitlements.
The Irish Transferor Company will discharge prior to the Effective Date all fees owed to its directors all fees owed to its directors, professional advisers and other service providers. Aside from such amounts owed, neither the Transferor Company nor the Transferee Company have any creditors which could be affected by the proposed cross-border merger as neither has any obligations or debts of its own. The process of the proposed merger will therefore not involve the decrease of the rights of any creditor

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

Particulars of other merging companies

Name of Company:

White & Case Holding Limited

The registered office of the company:

5 Old Broad Street, London, EC2N, IDW, United Kingdom

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

A private limited company incorporated and governed in accordance with the laws of England and Wales

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

There are no minority members of either of the merger companies. The Irish transferor company and the UK transferee company have a common sole shareholder which common sole shareholder consents to the proposed cross border merger.

There are no third parties with special rights in either of the two merging companies and, as a result, no arrangements will be required to be put in place to protect third parties with such entitlements.

The Irish Transferor Company will discharge prior to the Effective Date all fees owed to its directors all fees owed to its directors, professional advisers and other service providers.

Aside from such amounts owed neither the Irish Transferor Company nor the UK Transferee Company have any creditors which could be affected by the proposed cross border merger as neither has any obligations or debts of its own. The process of the proposed merger will therefore not involve the decrease of the rights of any creditor.

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*

n / a

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 Companies House in the United Kingdom under registered number 05143661

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* n / a

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 Acts 1963-2013 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](http://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:

New Companies 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 bankdrafts 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 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). 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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**