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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002015/J/21
CROSS BORDER MERGER GAZETTE

27th May 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 19 May 2015 of a proposed merger between the following companies:

Accenture Holdings Public Limited Company (registered in Ireland Company number 560222) and

Accenture SCA Registered with the Luxembourg Trade and Companies Register Registre de Commerce et des Sociétés du Luxembourg) under Number B79874.

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 4.30 pm at the registered office of Accenture Holdings, Public Limited Company, 1 Grand Canal Square, Grand Canal Harbour, Dublin 2

The Directors' Explanatory Report relating to the Merger is available for inspection between the business hours of 10.00 a.m. and 4.30 pm at the registered office of Accenture Holdings Public Limited Company Limited, 1 Grand Canal Square, Grand Canal Harbour, 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
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



6132483

stamp

Companies ACTS 1963 to 2013
CBM1

Company number

5 6 0 2 2 2

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

Company name

in full

Accenture Holdings public limited company

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:

1 Grand Canal Square

Grand Canal Harbour

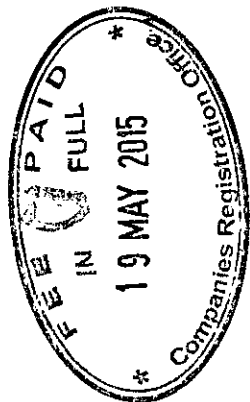
Dublin 2

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

5 6 0 2 2 2

Legal form and law which governs the company:

Public company limited by shares incorporated under and governed by Irish law.



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*

Pierre Nanterme

Date

19 MAY 2015

Presenter details

note four

Name

Arthur Cox

Address

Earlsfort Centre

Earlsfort Terrace, Dublin 2

DX number

27

DX exchange Dublin

Telephone number

(01) 618 1100

Fax number

Email

conor.okeeffe@arthurcox.com

Reference number C2OK/AC049/008

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:

In accordance with Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008, as amended (the "Regulations"), any creditor of Accenture Holdings plc (the "Company") who, at the date of publication of the notice of the filing of the common draft terms of merger and this Form CBM1 with the Registrar of Companies, is entitled to any debt or claim against the Company, shall be entitled to be heard in relation to the confirmation by the Irish High Court (the "Court") of the merger under Regulation 14 of the Regulations.
Regulations 12(1) and (2) of the Regulations do not apply as the Company is not a "transferor company" for the purposes of the Regulations. However, Regulation 12(3) of the Regulations provides that nothing in the Regulations limits the powers of the Court to make any order necessary for the protection of the interests of a dissenting minority in a merging company. On 17 April 2015 the Court confirmed that as part of any application brought for an order under Regulation 14 of the Regulations it will conduct a hearing as to the fairness to all persons to whom it is proposed to issue shares in connection with the merger, of the terms and conditions of the merger (both procedurally and substantively), at which all such persons shall have the right to appear, and that the Court will consider the fairness of the said terms and conditions.

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:

1 Grand Canal Square
Grand Canal Harbour
Dublin 2

Particulars of other merging companies

Name of Company:

Accenture SCA

The registered office of the company:

46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg

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

Luxembourg partnership limited by shares (société en commandite par actions) incorporated under and governed by the laws of the Grand Duchy of Luxembourg.
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Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

The creditors of Accenture SCA ("SCA") shall be entitled, within two months of the date of publication in accordance with Article 273 of the Luxembourg Law Governing Commercial Companies of 10 August 1915, as amended (the "Luxembourg Law"), of the approval by SCA shareholders with rights to vote of the merger recorded as a deed by a civil law notary in Luxembourg in the Luxembourg official gazette (Journal Officiel du Grand-Duché de Luxembourg, Mémorial C, Recueil des Sociétés et Associations), to apply to the Chamber of the Tribunal d'Arrondissement dealing with commercial matters for the district where the debtor company has its registered office for safeguards in accordance with Article 268 of the Luxembourg Law.
The Luxembourg Law does not contain any provisions, equivalent to Regulation 12 of the Regulations, designed to protect the interests of minority members. However, Regulation 12(3) of the Regulations provides that nothing in the Regulations limits the power of the Court to make any order necessary for the protection of the interests of a dissenting minority in a merging company. On 17 April 2015, the Court confirmed that as part of any application brought for an order under Regulation 14 of the Regulations it will conduct a hearing as to the fairness to all persons to whom it is proposed to issue shares in connection with the merger, of the terms and conditions of the merger (both procedurally and substantively), at which all such persons shall have the right to appear, and that the Court will consider the fairness of the said terms and conditions.

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:

46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

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 with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés du Luxembourg) under the number B 79874.

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.

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 OR BY E-MAIL info@cro.ie