

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID:0002012/H/40**  
**CROSS BORDER MERGER GAZETTE**  
**5th October 2012**

## **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 2 October 2012 of a proposed merger between the following companies:

Trebol Finance Ireland Limited (registered in Ireland Company number 377886.) and

Arcoccean B.V. Registered with the Trade Register of the Chamber of Commerce in the Netherlands, under registration number 24134009.

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 4.30 pm at the registered office of Trebol Finance Ireland Limited, 53 Merrion Square, Dublin 2, Ireland

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.30 pm at the registered office of Trebol Finance Ireland Limited, 53 Merrion Square, 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  
 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



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as 1963 to 2006

**CBM1**

**Company name**  
*in full*

Company number  
3 7 7 8 8 6

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes  
 TREBOL FINANCE IRELAND  
 Limited

**Type of merger**  
*note one*

- 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.  
 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:

53 MERRION SQUARE  
 DUBLIN 2  
 IRELAND

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

3 7 7 8 8 6

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES  
 COMPANIES ACT 1963-2009

**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*  
 JOAN FERNANDO DEL CASTILLO

Date  
 28-9-2012

**Presenter details**  
*note four*

Name	Matheson Ormsby Prentice		
Address	70 Sir John Rogerson's Quay		
	Dublin 2		
DX number	2	DX exchange	Dublin
Telephone number	+353 1 232 2000	Fax number	+353 1 232 3333
E-mail	pat.english@mop.ie	Reference number	PE / 643051 / 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

Regulation 12 of the European Communities (Cross-Border Merger) Regulations 2008 (the "Regulations") does not apply as the Company is a wholly owned subsidiary of Arcocean B.V.
There are no minority shareholders in the Company.
Creditors of the Company may exercise their rights under regulation 15 of the Regulations.
The rights and obligations of the Company will transfer to Arcocean B.V. pursuant to the Regulations and section 2:333b of the Dutch Civil Code relating to cross-border mergers (the "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:

Arcocean B.V.
Registered office: Amsteldijk 166, 1079 LH Amsterdam, Netherlands

Particulars of other merging companies

Name of Company:

Arcocean B.V.

The registered office of the company:

Amsteldijk 166
1079 LH Amsterdam
Netherlands

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

Private company with limited liability incorporated 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

Arcocean B.V. only has one shareholder, Trebol Finance C.V. (such shares being registered in the name of Stichting Trebol Finance Beheer, as general partner of Trebol Finance C.V.)
A special resolution of the shareholder will be passed on or around
to approve the cross-border merger pursuant to the 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:

Arcocean B.V.
Amsteldijk 166
1079 LH Amsterdam, Netherlands

If the Company is an Irish Company, information relating to the Company is kept by the Registrar under registered number:

note one [ ][ ][ ][ ][ ][ ]

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 in the Netherlands
Registration number: 24134009

**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*

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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:

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 2<sup>nd</sup> May 1992, as adjusted by the Protocol signed at Brussels on the 17<sup>th</sup> March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 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. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, O'Brien Road, Carlow, County Carlow

**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 relodged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON THE COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY EMAIL at [info@cro.ie](mailto:info@cro.ie)