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COMPANIES REGISTRATION OFFICE  
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# **Gazette**

**ISSUE ID: 0002016/J/1**  
**CROSS BORDER MERGER GAZETTE**

**6th January 2016**

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 30-DEC-15 AND 05-JAN- 2016							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
544604	Innocoll Holding Public Limited Company	CBM1	21/12/2015				
308967	Anima Asset Management Limited	Court order	21/12/2015				

## **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 21 December 2015 of a proposed merger between the following companies:

Innocoll Holdings Public Limited Company (registered in Ireland Company number 544604)  
and

Innocoll AG Registered with the German commercial register of the Local Court of Regensburg under number HRB 14298

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 business hours of 9.30 am and 5.00 pm at the registered office of Innocoll Holdings Public Limited Company, 9 Block D, Monksland Business Park, Monksland, Athlone, Co. Roscommon

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 Innocoll Holdings Public Limited Company, 9 Block D, Monksland Business Park, Monksland, Athlone, Co. Roscommon.

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



**5736932**

CRO receipt date stamp & barcode

Company number

5 4 4 6 0 4

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

**Company name**

*in full*

Innocoll 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.

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:

9 Block D, Monksland Business Park, Monksland, Athlone, Co. Roscommon

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

5 4 4 6 0 4

Legal form and law which governs the company:

Public Limited Company, Companies Act 2014

**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

*William Fry O'Connor*

Name *in block letters or typescript*

WILLIAM FRY O'CONNOR

Date

20 December 2015

**Presenter details**

*note four*

Person to whom queries can be addressed

Name

William Fry Solicitors

Address

2 Grand Canal Square

Dublin 2

Telephone number

01 639 500

Fax number

Email

info@williamfry.com

Reference number 023786.0001.LJD

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:

Creditors of Innocoll Holdings Public Limited Company (the "Company") at the date of publication of the delivery the Merger Plan to the Registrar of
Companies in Ireland under Regulation 8 of the European Communities
(Cross Border Mergers) Regulations 2008 (the "Regulations") are entitled to
be heard at the final hearing of the Irish High Court to confirm the Merger
under Regulation 14 of the Regulations.
Regulation 12 (Protection of Minority Shareholders) of the Regulations does
not apply as the Company is not a "transferor company" for the purposes of
Regulation 12.
Not earlier than one month from the date on which the notice referred to in
Regulation 8(2) of the Regulations is published, the sole shareholder of the
Company will decide to pass a written resolution to approve the merger
pursuant to Regulation 10 of the Regulations.

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:

Innocoll, 9 Block D, Monksland Business Park, Monksland, Athlone,
Co. Roscommon

Particulars of other merging companies

Name of Company:

Innocoll AG

The registered office of the company:

Donaustr. 24, 93342 Saal an der Donau, Germany

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

German stock corporation. Governed by the laws of Germany.

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 creditors of Innocoll AG will transfer to the Company pursuant to the Regulations and applicable German laws.
Creditors of Innocoll AG are also entitled to claim security from Innocoll AG under German law as set out in further detail in the common draft terms filed herewith.
Shareholders of Innocoll AG who object to the Merger on the record of the notarized minutes of the general meeting of Innocoll AG approving the merger shall be entitled to cash compensation in accordance with German law, as set out in detail in the common draft terms filed herewith.

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:

Innocoll, 9 Block D, Monksland Business Park, Monksland, Athlone
Co. Roscommon

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:

Innocoll AG is registered with the German commercial register of the
Local-Court-of-Regensburg-under HRB-14298.

**Particulars of other  
merging companies**

Name of Company:


The registered office of the company:


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


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


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:


## **European Communities (Cross Border Merger) Regulations 2008**

Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 21 December 2015, concerning the proposed merger between the following companies:

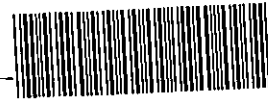
Anima Asset Management Limited (registered in Ireland No. 308967) and

Anima Management Company S.A. registered with the Luxembourg Trade and Companies Register under number B148.820

A copy of the court order is attached.

Registrar of Companies





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**THE HIGH COURT**

**RECORD NO. 2015/ 389 COS**

Monday the 14<sup>th</sup> day of December 2015

BEFORE MR JUSTICE WHITE

**IN THE MATTER OF AN APPLICATION UNDER REGULATIONS 13 AND 14 OF  
THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS  
2008**

**AND IN THE MATTER OF**

**ANIMA ASSET MANAGEMENT LIMITED AND  
ANIMA MANAGEMENT COMPANY S.A.**

**APPLICANTS**

On Motion of Counsel for the Applicants pursuant to an Originating Notice of Motion dated the 3<sup>rd</sup> of November 2015 seeking an order for a certificate under Regulation 13 of the European Communities (Cross-Border Mergers) Regulations 2008 (the “**Regulations**”) confirming that it has properly completed the pre-merger requirements and contingent upon the grant of the pre-merger certificate, an order under Regulation 14 of the Regulations confirming scrutiny of the merger between the Applicants as regards that part of the procedure which concerns the completion of the merger

And on hearing said Counsel

And by Order of Mr Justice White of the 16<sup>th</sup> of November 2015 that the hearing of the applications for both the said orders be fixed for the 14<sup>th</sup> day of December 2015

And on reading the said Originating Notice of Motion, the Affidavit of Davide Sosio filed on the 3<sup>rd</sup> of November 2015, the Affidavit of Adrian Benson filed on the 10<sup>th</sup> of November 2015 and the Second Affidavit of Adrian Benson filed on the 9<sup>th</sup> of December 2015 and the documents and exhibits referred to in the said Affidavits

And on hearing said Counsel

**IT IS ORDERED and the** Court doth certify that Anima Asset Management

Limited, the Irish merging company, has properly completed the pre-merger requirements of

the Regulations within the meaning of Regulation 13 thereof for a merger with Anima Management Company S.A. and HEREBY DIRECTS that a pre-merger Certificate in the form prescribed by Order 75 of the Rules of the Superior Courts issue to Anima Asset Management Limited as confirmation of such

**IT IS ORDERED** and the Court doth confirm scrutiny of the legality of the cross-border merger as regards that part of the procedure which concerns the completion of the cross-border merger pursuant to Regulation 14 of the Regulations and doth specify the date of the 1<sup>st</sup> of January 2016 as the date on which the merger is to have effect.

P. Healy  
REGISTRAR  
15 December 2015

Dillon Eustace  
Solicitors for the Applicant

A COPY WHICH I ATTEST

  
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FOR REGISTRAR