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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002015/J/40
CROSS BORDER MERGER GAZETTE
7th October 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 1 October 2015 of a proposed merger between the following companies:

Marcegaglia Ireland Limited (registered in Ireland Company number 302173) and

Margin S.r.l. (registered with the Companies' Register (Registro delle Imprese) of Mantua under number 01477070203, REA of Mantua N.161438.

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 10.00am and 5.00 pm at the registered office of Marcegaglia Ireland Limited, The Yard House, Kilruddery Estate, Kilruddery, Southern Cross Road, Bray, Co. Wicklow A98 C8C9

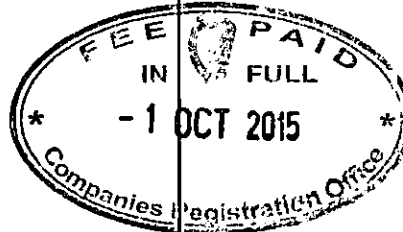
The Directors' Explanatory Report relating to the Merger is available for inspection between the business hours of 10.00am and 5.00 pm at the registered office of Marcegaglia Ireland Limited, The Yard House, Kilruddery Estate, Kilruddery, Southern Cross Road, Bray, Co. Wicklow A98 C8C9

Registrar of Companies



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

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



6199380

CRO receipt date stamp & barcode

Company number

3 0 2 1 7 3

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

Company name
in full

MARCEGAGLIA 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.
- 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:

THE YARD HOUSE, KILLRUDDERY ESTATE, KILRUDDERY, SOUTHERN CROSS ROAD, BRAY, CO. WICKLOW A98 C8C9

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

3 0 2 1 7 3

Legal form and law which governs the company:

SINGLE MEMBER PRIVATE COMPANY LIMITED BY SHARES UNDER THE LAWS OF IRELAND

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*

MARCEGAGLIA ANTONIO

Date 28TH SEPTEMBER 2015

Presenter details
note four

Person to whom queries can be addressed

Name
Address

BRYNEWALLACE SOLICITORS
88 HARCOURT STREET, DUBLIN 2

Telephone number
Email

01 691 5000	Fax number 01 691 5010
bgavin@bymewallace.com	Reference number 28802.1

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:

Marcegaglia Ireland Limited (the "Company") is a single member private company limited by shares, so it does not have any minority members. It is merging into its 100% holding company, Marfin S.r.l by way of merger by absorption. Marfin S.r.l is the only member of the Company, so no arrangements for the exercise of the rights of minority members of the Company are necessary.
Please see section 8 of the attached Common Terms of Merger for information on how the rights of the creditors of Marfin S.r.l will be dealt with.
In relation to the creditors of the Company, notice of the delivery of the Common Terms of Merger will be published in the CRO Gazette and by the Company in two national daily newspapers. Creditors of the Company will be entitled to be heard by the Court in relation to the application for approval of the merger. All details in respect of the proposed merger is contained in the attached Common Terms of Merger.

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:

Marfin S.r.l

The registered office of the company:

Via Bresciani, N. 16, Gazoldo degli Ippoliti (MN), Italy

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

Limited liability company (società a responsabilità limitata)
incorporated under the laws of Italy

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

See above.

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:

Registered with the Companies' Register (Registro delle Imprese)
of Mantua under number 01477070203, REA of Mantua N. 161438

Particulars of other merging companies

Name of Company:

N/A

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:

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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.cro.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

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