

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:0002012/H/5
CROSS BORDER MERGER GAZETTE
1st February 2013

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 29 January 2013 of a proposed merger between the following companies:

Siemens Medical Solutions Diagnostics Europe Limited (registered in Ireland Company number 349331.) and

Siemens Medical Solutions Diagnostics Management GMBH. Kept in Commercial Register of the local court of Charlottenburg, Germany, under registration number HRB 142697 B.

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 hours of 10.00am and 5.00 pm at the registered office of Siemens Medical Solutions Diagnostics Europe Limited, Chapel Lane, Swords, County Dublin.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Siemens Medical Solutions Diagnostics Europe Limited, Chapel Lane, Swords, County Dublin.

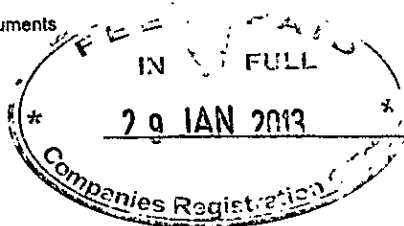
Registrar of Companies

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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 COMPANIES



5630042



CRO receipt date stamp
 Companies Acts 1963 to 2012

CBM1

Company number

3 4 9 3 3 1

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

Company name
in full

Siemens Medical Solutions Diagnostics Europe 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:

Chapel Lane
 Swords
 County Dublin

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

3 4 9 3 3 1

Legal form and law which governs the company:

Private Limited Company
 Companies Acts 1963-2012

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*
 Gernot Sanders

Date 28.01.2013

Presenter details
note four

Name	Arthur Cox	
Address	Earlsfort Centre, Earlsfort Terrace, Dublin 2	
DX number	27	DX exchange Dublin
Telephone number	+353 1 6180522	Fax number +353 1 6163844
Email	maura.mclaughlin@arthurcox.com	Reference number SI077/005

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 shareholders in Siemens Medical Solutions Diagnostics Europe Limited. Siemens Medical Solutions Diagnostics Management GmbH is the Company's sole member. The merger will be a merger by absorption of Siemens Medical Solutions Diagnostics Europe Limited into Siemens Medical Solutions Diagnostics Management GmbH. There is therefore no need for shareholder approval of the merger in accordance with Regulation 11(1)(a) of the European Communities (Cross-Border) Regulations 2008.
If the merger becomes effective, all rights and obligations of the creditors of Siemens Medical Solutions Diagnostics Europe Limited will transfer to Siemens Medical Solutions Diagnostics Management GmbH by operation of law under Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008.
The rights of the shareholders/creditors of Siemens Medical Solutions Diagnostics Management GmbH will be unaffected.

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:

Chapel Lane
Swords
Co. Dublin

Particulars of other merging companies

Name of Company:

Siemens Medical Solutions Diagnostics Management GmbH

The registered office of the company:

Nonnendammallee 104
13629 Berlin
Germany

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

Gesellschaft mit beschränkter Haftung (GmbH) under the law of Germany.

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 shareholders in Siemens Medical Solutions Diagnostics Europe Limited. Siemens Medical Solutions Diagnostics Management GmbH is the Company's sole member. The merger will be a merger by absorption of Siemens Medical Solutions Diagnostics Europe Limited into Siemens Medical Solutions Diagnostics Management GmbH. There is therefore no need for shareholder approval of the merger in accordance with Regulation 11(1)(a) of the European Communities (Cross-Border Mergers) Regulations 2008.
If the merger becomes effective, all rights and obligations of the creditors of Siemens Medical Solutions Diagnostics Europe Limited will transfer to Siemens Medical Solutions Diagnostics Management GmbH by operation of law under Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008.
The rights of the shareholders/creditors of Siemens Medical Solutions Diagnostics Management GmbH will be unaffected.

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:

Nonnendammallee 104
13629 Berlin
Germany

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:

Kept in Commercial Register of the local court of Charlottenburg, Germany, under
HRB 142697 B

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			
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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 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 1963-2006 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.

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