

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:0002012/H/37
CROSS BORDER MERGER GAZETTE
14th September 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 10 September 2012 of a proposed merger between the following companies:

Lan Med Nautilus Limited (registered in Ireland Company number 324308.) and

Mediterranean Nautilus B.V. registered with the Dutch Trade Register, under registered number 3415524.

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 4.30 p.m at the registered office of Lan Med Nautilus Limited, International House, 3 Harbourmaster Place, International Financial Services Centre, Dublin 1.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.30 p.m at the registered office of Lan Med Nautilus Limited, International House, 3 Harbourmaster Place, International Financial Services Centre, Dublin 1.

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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CRO receipt date stamp
 Companies Acts 1963 to 2012

Company number

3 2 4 3 0 8

CBM1

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

Company name

in full

Lan Med Nautilus 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:

International House, 3 Harbourmaster Place

International Financial Services Centre

Dublin 1

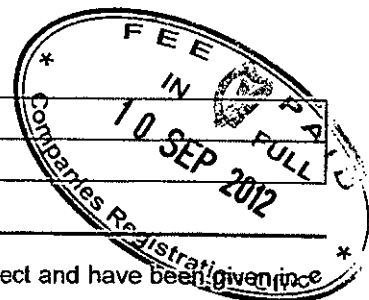
Information relating to the Company is kept by the Registrar under registered number:

3 2 4 3 0 8

Legal form and law which governs the company:

Single member private company limited by shares

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*

IGOR LORENZON

Date

10 SEPTEMBER 2012

Presenter details

note four

Name

Arthur Cox

Address

Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland

DX number

DX exchange

Telephone number

01 618 1131

Fax number

Email

ronan.burke@arthurcox.com

Reference number RMB

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:

The company's sole shareholder is Telecom Italia Sparkle S.p.A, so there are no minority shareholders in the company.
If the merger becomes effective, all rights and obligations of the creditors of Mediterranean Nautilus B.V. shall transfer to the company by operation of law under Regulation 19 of the European Communities (Cross-Border Mergers) Regulations-2008 (as amended).
The company is the sole shareholder of Mediterranean Nautilus B.V. The rights of the shareholder and creditor of Mediterranean Nautilus B.V. will be unaffected by the 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:

International House, 3 Harbourmaster Place
International Financial Services Centre
Dublin 1

Particulars of other merging companies

Name of Company:

Mediterranean Nautilus B.V.

The registered office of the company:

Herikerbergweg 238, Luna ArenA, 1101CM, Amsterdam Zuidoost

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

A private company with limited liability incorporated under the laws of The Netherlands (besloten vennootschap met beperkte aansprakelijkheid), having its seat in Amsterdam
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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 company's sole shareholder is Lan Med Nautilus Limited, so there are no minority shareholders in the company.
If the merger becomes effective, all rights and obligations of the creditors of the company shall transfer to Lan Med Nautilus Limited by operation of law under Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended).
Lan Med Nautilus Limited is the sole shareholder of the company. The rights of the shareholder and creditor of of the company will be unaffected by the 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:

Herikerbergweg 238, Luna ArenA, 1101CM, Amsterdam Zuidoost

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:

The company's file is maintained by the Dutch trade register under number 34155224

