

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:0002012/H/ 42
CROSS BORDER MERGER GAZETTE
19th 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 16 October 2012 of a proposed merger between the following companies:

Necos Service Limited (registered in Ireland Company number 259782) and

Investments and Securities Panama S.A. Registered with the Mercantil Register of Barcelona in Book 43.370, document 1, page number B-426.873, inscription 1st.

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 pm at the registered office of Necos Services Limited, 24 Farney Park, Sandymount, Dublin 2

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 Necos Services Limited, 24 Farney Park, Sandymount, Dublin 2

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



5415027

CRO receipt date stamp

Companies Acts 1963 to 2012

Company number

2 5 9 7 8 2

CBM1

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

Company name

in full

NECOS SERVICES 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:

24 Farney Park
Sandymount
Dublin 2

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

2 5 9 7 8 2

Legal form and law which governs the company:

Private company limited by shares
Companies Acts 1963-2012

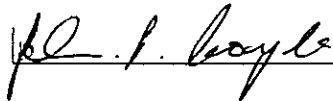


Certification

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*

JOHN COYLE

Date

12/10/12

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

Email

mop@mop.ie

Reference number 654853.10

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 Investments and Securities Panama S.A.
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 Investments and Securities Panama S.A. pursuant to the Regulations and Law 3/2009 of 3 April 2009 and Law 9/2012 of 16 March 2012 (the "Spanish 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:

Investments and Securities Panama S.A.
Registered office: Terrassa (Barcelona) Spain, Carretera de Castellar, number 298

Particulars of other merging companies

Name of Company:

Investments and Securities Panama S.A.

The registered office of the company:

Terrassa (Barcelona), Spain, Carretera de Castellar, number 298

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

Private company limited by shares incorporated under the laws of the Republic of Panama, which has transferred its domicile to Spain and registered with the Mercantil Register of Barcelona
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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*

A resolution of the shareholder(s) of Investments and Securities Panama S.A. will be passed in order to approve the cross-border merger in accordance with the Spanish Regulations.
The shareholders and creditors of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the Common Draft Terms, in accordance with the Regulations and the Spanish Regulations.
The rights and obligations of the Company will transfer to Investments and Securities Panama S.A. pursuant to the Regulations and the Spanish 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:

Investments and Securities Panama S.A.
Terrassa (Barcelona), Spain, Carretera de Castellar, number 298

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:

Mercantil Register of Barcelona in Book 43.370, document 1, page number B-426.873, inscription 1rst

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 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