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COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# ***Gazette***

**ISSUE ID:0002014 /H/39**  
**CROSS BORDER MERGER GAZETTE**  
**24th September 2014**

## **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 19 September 2014 of a proposed merger between the following companies:

Ferro Finco Ireland Limited (registered in Ireland Company number 547176 and

Ferro B.V.

Registered with the trade register of the Chamber of Commerce in the Netherlands under registration number number 24126529.

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 on business days between the hours of 10.00am and 5.00 pm at the registered office of Ferro Finco Ireland Limited, 70 Sir John Rogerson's Quay, Dublin 2

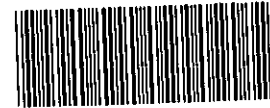
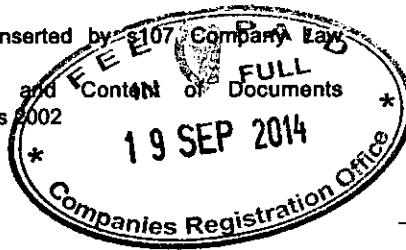
The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 5.00 pm at the registered office of Ferro Finco Ireland Limited, 70 Sir John Rogerson's Quay, Dublin 2.

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



6052825

CRO receipt date stamp

Companies Acts 1963 to 2013

Company number

5 4 7 1 7 6

**CBM1**

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

**Company name**

*in full*

FERRO FINCO 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.

**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:

70 SIR JOHN ROGERSON'S QUAY  
DUBLIN 2

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

5 4 7 1 7 6

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES INCORPORATED UNDER THE  
IRISH COMPANIES ACTS 1963 - 2013

**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*

DIARMUID CONNAUGHTON

Date

19 September 2014

**Presenter details**

*note four*

Name

MATHESON, SOLICITORS

Address

70 SIR JOHN ROGERSON'S QUAY  
DUBLIN 2

DX number

2

DX exchange DUBLIN

Telephone number

01 232 2000

Fax number 01 232 3333

Email

MATHESON@MATHESON.COM

Reference number 664595/1

**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:**

Ferro FinCo Ireland Limited (the "Company") has only one shareholder, Ferro Corporation and a special resolution will be passed by the shareholder of the Company to approve the cross-border merger pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 as amended by the European Communities (Mergers and Divisions of Companies) (Amendment) Regulations 2011(the "Regulations").
Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company is wholly owned by Ferro Corporation.
Creditors of the Company may exercise their rights under Regulation 15 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:

<b>FERRO FINCO IRELAND LIMITED</b>
<b>70 SIR JOHN ROGERSON'S QUAY</b>
<b>DUBLIN 2</b>

**Particulars of other merging companies**

Name of Company:

FERRO B.V.

The registered office of the company:

Roer 266, 2908 MC Capelle aan den IJssel, the Netherlands.

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

Private company with limited liability organised under the laws of the Netherlands.

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 the creditors of Ferro B.V. will transfer to the Company pursuant to the Regulations and applicable Dutch laws. Notice will be served on such creditors to inform them of the cross-border merger. Such creditors will also be granted the opportunity to review certain documentation relating to the cross-border merger, including the Common Draft Terms and the Directors' Explanatory Reports in accordance with applicable Dutch laws.
Ferro B.V. has only one shareholder, the Company. A special resolution of the shareholder will be passed to approve the cross-border merger pursuant to the Dutch laws.
There are no minority shareholders who might vote against the merger and file a request for compensation as referred to in Article 2:333h Dutch Civil Code.

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:

Roer 266, 2908 MC Capelle aan den IJssel, the Netherlands.

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:

Trade Register of the Chamber of Commerce in the Netherlands
Registration number: 24126529



## 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 1963-2013 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](http://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:

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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**