

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 0002009/H/31**  
**CROSS-BORDER MERGER SUBMISSIONS**  
**RECEIVED BETWEEN**  
**20-JUL-2009 AND 27-JUL-2009**

## **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 20 July 2009 of a proposed merger between the following companies:

AWSG limited company (registered in Ireland No. 314517) and

Esko Luxembourg S.à.r.l (registered with the Luxembourg Trade and Companies Register under number B145.544).

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 between the hours of 10.00am and 4.00 pm at the registered office of AWSG limited, Wilton Park House, Wilton Place, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.00 pm at the registered office of AWSG, Wilton Park House, Wilton Place, Dublin 2.

Registrar of Companies

CRO GAZETTE, MONDAY, 27<sup>th</sup> July 2009

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 20-JUL-09 AND 27-JUL-09							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
314517	AWSG Limited	CBM1	20/07/2009				

**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



CRO receipt date stamp  
 Companies Acts 1963 to 2006

Company number

3 1 4 5 1 7

**CBM1**

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

**Company name**  
*in full*

AWSG 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:

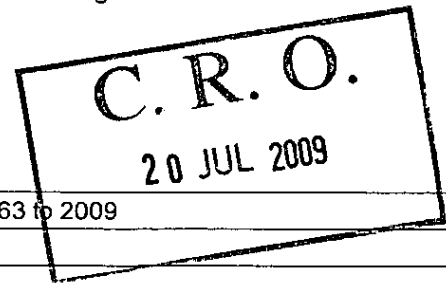
Wilton Park House, Wilton Place, Dublin 2

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

3 1 4 5 1 7


Legal form and law which governs the company:

Private company limited by shares, Companies Acts 1963 to 2009



**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*

**DEMEULENEERE KURT**

Date **JULY 17, 2009**

**Presenter details**  
*note four*

Name  
 Address

Mason Hayes+Curran  
 South Bank House, Barrow Street, Dublin 4

DX number  
 Telephone number  
 Email

11	DX exchange Dublin
01 614 5000	Fax number 01 614 5001
dmangan@mhc.ie	Reference number DMA/GOF

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 of AWSG Limited.
The implication of the merger for creditors of AWSG Limited is that the liabilities of AWSG Limited will be transferred to Esko Lux IP S.à r.l.
The creditors of AWSG Limited may apply to the Luxembourg Tribunal d'Arrondissement, within two months as of the publication of the resolution of AWSG Limited approving the merger to obtain adequate safeguards, where the merger would make such protection necessary. The Luxembourg Tribunal d'Arrondissement will reject the application if the applying creditor is already in possession of adequate safeguards or if such safeguards are not necessary in view of the assets of Esko Lux IP S.à r.l. after 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:

AWSG Limited, Wilton Park House, Wilton Place, Dublin 2

Particulars of other merging companies

Name of Company:

Esko Luxembourg S.à r.l.

The registered office of the company:

51, Route de Thionville, L-2611 Luxembourg, Grand Duchy of Luxembourg

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

Private limited liability company (société à responsabilité limitée), governed by the laws of Luxembourg

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 members of Esko Luxembourg S.à r.l.

---

There are no creditors of Esko Luxembourg S.à r.l.

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*

--	--	--	--	--	--

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 Luxembourg Trade and Companies Register under number B 145.544

**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

--	--	--	--	--	--	--	--	--

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:


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