

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 0002011/H/49**  
**CROSS BORDER MERGER GAZETTE**  
**9 December 2011**

### **European Communities (Cross Border Merger) Regulations 2008**

Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 26 November 2011, concerning the proposed merger between the following companies:

Henkel Ireland Limited (registered in Ireland No.101926 ) and

Henkel Ireland Holding BV. registered with the Dutch Trade Register under number 30271892.

Registrar of Companies



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R.O.

IV 2011

THE HIGH COURT

2011 NO. 626 COS

Tuesday the 22<sup>nd</sup> day of November 2011

BEFORE MS JUSTICE LAFFOY

**IN THE MATTER OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)  
 REGULATIONS 2008 (SI 157/2008) AS AMENDED BY THE EUROPEAN COMMUNITIES  
 (MERGERS AND DIVISIONS OF COMPANIES) AMENDMENT REGULATIONS 2011 (SI 306/2011)  
 AND  
 IN THE MATTER OF HENKEL IRELAND LIMITED**

The Motion on behalf of Henkel Ireland Limited (the "Company") and Henkel Ireland Holding B.V. ("HIHBV") pursuant to Notice of Motion herein dated the 18<sup>th</sup> day of November 2011 seeking an Order pursuant to Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended by the European Communities (Mergers and Divisions of Companies) (Amendment) Regulations 2011) (SI 306/2011) (the "Regulations") confirming scrutiny of the legality of the proposed cross-border merger between the Company and HIHBV as regards that part of the merger procedure which concerns the completion of the cross-border merger coming on for hearing this day in the presence of Counsel for the Company and HIHBV

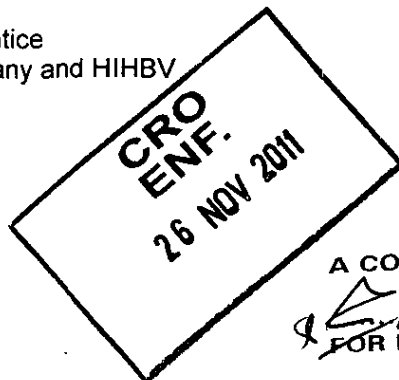
And upon reading the said Notice of Motion, the Affidavit of Liam Murphy filed on the 18<sup>th</sup> day of November 2011 and the documents and exhibits therein referred to and the Affidavit of Seamus Grant filed this day in court and the documents and exhibits therein referred to

And on hearing said Counsel

The Court doth make an order pursuant to Regulation 14 of the Regulations confirming scrutiny of the legality of the proposed cross-border merger between the Company and HIHBV as regards that part of the merger procedure which concerns the completion of the cross-border merger

AND IT IS FURTHER ORDERED that the time and date on which the above merger is to have effect be set as 11.59 pm on 22 November 2011

Matheson Ormsby Prentice  
 Solicitors for the Company and HIHBV



*[Handwritten signature]*  
 REGISTRAR

*22nd November*  
*2011*

A COPY WHICH I ATTEST

*[Handwritten signature]*  
 FOR REGISTRAR

## **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 7 December 2011 of a proposed merger between the following companies:

LSF5 German Aggregated Investments Limited (registered in Ireland, Company number 410328.) and

F5 Oyster Parts GmbH registered in the commercial register at the Local Court , Frankfurt a.m. Main under HRB 80067.

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 4.30 pm at the registered office of LSF5 German Aggregated Investments Limited, First Floor, 25-28 Adelaide Road, 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 LSF5 German Aggregated Investments Limited, First Floor, 25-28 Adelaide Road, 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



CRO receipt date stamp  
 Companies Acts 1963 to 2009

**CBM1**

Company number

4 1 0 3 2 8

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

**Company name**

*in full*

LSF5 German Aggregated Investments 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:

First Floor, 25-28 Adelaide Road, Dublin 2, Ireland.

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

4 1 0 3 2 8

Legal form and law which governs the company:

Private Company Limited by Shares under the Companies Acts 1963-2009

**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*

**JOHN HENNESSY**

Date

2 DECEMBER 2011

**Presenter details**

*note four*

Name

Dillon Eustace

Address

33 Sir John Rogerson's Quay, Dublin 2, Ireland

DX number

DX 120

DX exchange

Telephone number

01-6670022

Fax number 01-6670042

Email

adrian.benson@dilloneustace.ie

Reference number LON/06/31

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:

Creditors of LSF5 German Aggregated Investments Limited ("LSF5") may exercise their rights under Regulation 15 (Protection of Creditors) of the European Communities (Cross Border Merger) Regulations 2008.
Any creditor of LSF5 that is entitled to a debt or claim against LSF5 at the date of publication of this notice, is entitled to be heard by the Irish High Court when the Irish High Court confirms the effectiveness of the merger pursuant to Regulation 14 of the European Communities (Cross Border Merger) Regulations 2008.
Any creditor of LSF5 that is entitled to any claim against LSF5 as at the date of publication of this notice who has a concern that they will be unfairly prejudiced by the merger, should give written notice of their objection to LSF5 at the address below. Any notices sent to LSF5 should contain full particulars of any objection, be marked for the attention of "Company Secretary" and be sent to the address below.
There are no minority shareholders in LSF5.
A general meeting of LSF5 will be held within one month from the date on which the notice referred to in Regulation 8(2) of the European Communities (Cross Border Merger) Regulations 2008 is published at which the sole member of LSF5 will consider, and if thought fit, approve the proposed 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:

First Floor, 25-28 Adelaide Road, Dublin 2, Ireland.

**Particulars of other merging companies**

Name of Company:

F5 Oyster Parts GmbH

The registered office of the company:

Hamburger Allee 14, 60486 Frankfurt am Main, Germany

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

Private Company Limited by Shares and incorporated under German Law

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 F5 Oyster Parts GmbH will transfer to LSF5 German Aggregated Investments Limited pursuant to the European Communities (Cross Border Merger) Regulations 2008 and the provisions of the German Transformation Act (Umwandlungsgesetzes) ("UmwG").
Creditors of F5 Oyster Parts GmbH may exercise their rights as creditors under §§ 8, 122 e of the UmwG.
There are no minority shareholders in F5 Oysters Parts GmbH.

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:

Hamburger Allee 14, 60486 Frankfurt am Main, 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:

Registered in the commercial register at the Local Court, Frankfurt am Main under HRB 80667





## 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)