



Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
444561	IP (Siffanto) Holdings Limited	CBM1	1/6/2011		-	I	
382919	IP Maestrale Limited	CBM1	1/6/2011				
392916	IP Maestrale (SG 1) Limited	CBM1	1/6/2011				
392913	IP Maestrale (BB 2) Limited	CBM1	1/6/2011				
383718	IP Maestrale (HB 1) Limited	CBM1	1/6/2011				
383720	IP Maestrale (HB 2) Limited	CBM1	1/6/2011				
389471	IP Maestrale (JGL 1) Limited	CBM1	1/6/2011				
389473	IP Maestrale (JGL 2) Limited	CBM1	1/6/2011				
392910	IP Maestrale (BB 1) Limited	CBM1	1/6/2011				
392918	IP Maestrale (SG 2) Limited	CBM1	1/6/2011				
404424	IP Maestrale 4 (Ireland) Limited	CBM1	1/6/2011				
404420	IP Maestrale 5 (Ireland) Limited	CBM1	1/6/2011				
399759	IP Maestrale Engineering (IV-4) Limited	CBM1	1/6/2011				
404413	IP Maestrale Holdings (Ireland) Limited	CBM1	1/6/2011				

CRO GAZETTE, FRIDAY, 10th June 2011

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 1 June 2011 of a proposed merger between the following companies:

IP (Siffanto) Holdings Limited (registered in Ireland Company number 444561.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy") Registered with the Rome Companies Register under number 08426841006.

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 <u>www.cro.ie</u>

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 IP (Siffanto) Holdings Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, 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 IP (Siffanto) Holdings Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

	ation of Cross-Border	
Regulation 8 (1) of the Europ	ean Communities (Cross-Border Mergers)	4774356
Regulations 2008	990 (inserted by \$107- Company Law	
Enforcement Act 2001)		1,
Companies Act 1990 (Delivered to Registrar) Regu		47140
Jenvered to registrary regu	(0 1 JUN 2011 *))	
	Enn el	
	tonpanies Registration Official	CRO receipt date stamp Companies Acts 1963 to 2009
	Company number	
		CBM1
		pt or BOLD CAPITALS, referring to explanatory notes
	IP (Siffanto) Holdings Limited	pt of BOLD CAPITALS, relening to explanatory notes
Company name	IP (Smanto) Holdings Limited	
		·
		the European Communities (Cross-Border Mergers)
	Regulations 2008, a copy of the C	Common Draft Terms is attached to this form.
		<u> </u>
Type of merger	By acquisition By formation	on of a new company
note one		
Company details	• • • • • • • • • • • • • • • • • • • •	rectors' Explanatory Report and the Expert's Report where
note two	relevant, are available for inspection at the	registered office of the company, namely:
	Charter House, c/o Copsey Murray, 5 Pen	nbroke Row, Dublin 2
	Information relating to the Company is kept	by the Registrar under registered number:
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	<u>La construction de construction de la const</u>	
	Legal form and law which governs the com	ipany:
	Private Limited Company incorporated un	der the Irish Companies Acts 1963-2009.
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Certification)	I hereby certify that the particulars cont	tained in this form are correct and have been given in
note three	accordance with the Notes on Complet	ion of Form CBM1.
	Diamatum (Nama and an an
	Signature	Name in block letters or typescript
	1 /kap	MARZIA GASPERONI
	<u> </u>	
		Date 30 05 11
Presenter details		
note four		
note four Name	A&L Goodbody	·
note four	IFSC, North Wall Quay	
note four Name Address	IFSC, North Wall Quay Dublin 1	
note four Name Address DX number	IFSC, North Wall Quay Dublin 1 29	DX exchange Dublin
note four Name Address	IFSC, North Wall Quay Dublin 1	DX exchange Dublin Fax number (01) 649 2649 Reference number BYH 01-363772

Particulars of the	
company's	
arrangements for	
exercise of the righ	ts
of creditors and	
members	ノ

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

IP (Siffanto) Holdings Limited ("Siffanto") is a single member company. Accordingly there are no minority members in Siffanto. It is intended that the sole member of Siffanto will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of Siffanto Ireland will transfer to IP Maestrale Holdings (Italy) S.R.L by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

Particulars of other merging companies Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Rome Italy

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of Siffanto will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border

Merger) Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and

avail of protections under the Italian regulations which implement Directive No. 2005/56/EC.

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies' Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Bissolati 76	
Rome	
Italy	

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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:

Kept in the Rome Companies Register under No.08426841006

Particulars of other N merging companies

Name of Company:

The registered office of the company:

N/A

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*

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N/A		
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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.

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 per on 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 relodged 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

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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale Limited (registered in Ireland Company number 382919.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy") Registered with the Rome Companies Register under number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, 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 IP Maestrale Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

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Draft terms of for	mation of Cross-Border	COMPANIES REGISTRATION OFFICE AN OIFIG UM CHLÁRÚ CUIDEACUT
Regulations 2008	an Irish registered company opean Communities (Cross-Border Mergers)	
S249A Companies Act Enforcement Act 2001)	1990 (inserted by s107 Company Law	
Companies Act 1990 Delivered to Registrar) Reg	(Form and Content of Documents of gulations 2002 IN FULL	4774330
	* 0 1 JUN 2011	*))
	Contraction of	CRO receipt date stamp Companies Acts 1963 to 2009
	Company number Registration	
	3 8 2 9 1 9	CRM1
·····	Please complete using black type	escript or BOLD CAPITALS, referring to explanatory notes
Company name	IP Maestrale Limited	
	Pursuant to Regulation 8(1 Regulations 2008, a copy of) of the European Communities (Cross-Border Mergers) the Common Draft Terms is attached to this form.
Type of merger	By acquisition By form	nation of a new company By absorption
Company details	Copies of the Common Draft Terms	
note two	relevant, are available for inspection at	ne Directors' Explanatory Report and the Expert's Report where the registered office of the company, namely:
	Charter House, c/o Copsey Murray, 5	Pembroke Row, Dublin 2
•	Information relating to the Company is I	kept by the Registrar under registered number:
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	Legal form and law which governs the	company:
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	· .	company: I under the Irish Companies Acts 1963-2009.
	· .	
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ertification	Private Limited Company Incorporated	I under the Irish Companies Acts 1963-2009.
	Private Limited Company Incorporated	I under the Irish Companies Acts 1963-2009.
	Private Limited Company Incorporated	ontained in this form are correct and have been given in letion of Form CBM1.
	Private Limited Company Incorporated	ontained in this form are correct and have been given in eletion of Form CBM1. Name in block letters or typescript FABRI 210 TORIDRA
note three	Private Limited Company Incorporated	ontained in this form are correct and have been given in letion of Form CBM1.
note three	Private Limited Company Incorporated	ontained in this form are correct and have been given in eletion of Form CBM1. Name in block letters or typescript FABRI 210 TORIORA
note three	Private Limited Company Incorporated	ontained in this form are correct and have been given in eletion of Form CBM1. Name in block letters or typescript FABRI 210 TORIORA
rote three resenter details note four	Private Limited Company Incorporated	ontained in this form are correct and have been given in eletion of Form CBM1. Name in block letters or typescript FABRI 210 TORIORA
resenter details note four Name Address	Private Limited Company Incorporated	ontained in this form are correct and have been given in eletion of Form CBM1. Name in block letters or typescript FABRI 210 TORIORA
resenter details note four Name Address DX number	Private Limited Company Incorporated	I under the Irish Companies Acts 1963-2009. I under the Irish Company Acts 1963-2009. I und
resenter details note four Name Address	Private Limited Company Incorporated	ontained in this form are correct and have been given in eletion of Form CBM1. Name in block letters or typescript FABR: 210 TORIORA

Particulars of the company's arrangements for exercise of the rights of creditors and members

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Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

IP Maestrale Limited ("Maestrale Limited") is a single member company. Accordingly there are no minority members in Maestrale Limited. It is intended that the sole member of Maestrale Limited will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of Maestrale Limited will transfer to IP Maestrale Holdings (Italy) S.R.L by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

Particulars of ot	her
merging compar	nies j

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Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Vla Bissolati 76

Rome

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members In Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of Maestrale Limited will transfer to Holdings Italy by or aration of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and

avail of protections under the Italian regulations which implement Directive No. 2005/56/EC.

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies'

Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Bissolati 76	
Rome	
Italy	

note

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

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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:

Kept in the Rome Companies Register under No.08426841006

Particulars of other merging companies

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Name of Company:

The registered office of the company:

N/A

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				
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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

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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:

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NOTES ON COMPLETION OF FORM CBM1

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These notes should be read in conjunction with the relevant legislation.

This form must be completed correctly, in full and in accordance with the following notes. General 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. Please tick the relevant box. note one Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. note two Form B2 can be filed free of charge at www.core.ie. This form must be certified by a director of the company on behalf of the Board. note three This section must be completed by the person who is presenting Form CBM1 to the CRO. This note four may be either the applicant or a person on his/her behalf. Where space is considered inadequate, a continuation sheet should be completed, in the same note five 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 relodged 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.le OR BY E-MAIL info@cro.ie

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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale (SG 1) Limited (registered in Ireland Company number 392916.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy") Registered with the Rome Companies Register under number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale (SG 1) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, 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 IP Maestrale (SG 1) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

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			COMPANIES REGISTRATION OFFIC AN OIFIG UM CHLÁRÚ CUIDEACHTA	
ਰ ਹ	Draft terms of format	tion of Cross-Border	AN OIFIG UM CHLÁRÚ CUIDEACHTA	AÍ 💔
	Merger involving an i	Irish registered company		
	Regulation 8 (1) of the Europea	n Communities (Cross-Border Mergers)		
	Regulations 2008	Vincented by cd07. Ocean any Low		
	Enforcement Act 2001)	(Inserted by s107 Company Law		
	Companies Act 1990 (Fo	orm and Content of Documents		
	Delivered to Registrar) Regula	tions 2002 IN KE FULL		
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		Company number distration	Companies Acts 196	3 to 2009
		Company number		
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		Please complete using black type	script or BOLD CAPITALS, referring to explanatory	notes
	Company name	IP Maestrale (SG1) Limited		
	<i>ur iun</i>	,,,,,,, _		1
			of the European Communities (Cross-Border M he Common Draft Terms is attached to this form.	lergers)
		Regulations 2006, a copy of t	ne common brait terms is attached to this form.	
			<u> </u>	
	Type of merger	By acquisition By form	nation of a new company 🛛 🖌 By absorption	
	note one			
		Conice of the Common Droft Terms th	o Directors' Evaluations Report and the Evaport's Report w	hara
	Company details		e Directors' Explanatory Report and the Expert's Report w	nere
	note two	relevant, are available for inspection at	the registered office of the company, namely:	
		Charter House, c/o Copsey Murray, 5	Pembroke Row, Dublin 2	
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		Information relating to the Company is I	kept by the Registrar under registered number:	
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		3 9 2 9 1 6		
		Legal form and law which governs the	company:	
		Private Limited Company incorporated	d under the Irish Companies Acts 1963-2009.	
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		<u> </u>		
	Certification		contained in this form are correct and have been giv	en in
	note three	accordance with the Notes on Com	pletion of Form CBM1.	
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		Signature	Name in block letters or typescript	
		1 Kitom		
			FABRIZIO TORTORA]
			Date 30/05/2011	
	Presenter details			
	note four			
	Name	A&L Goodbody		
	Address	IFSC, North Wall Quay		
		Dublin 1		
	DX number	29	DX exchange Dublin	
	Telephone number	(01) 649 2000	Fax number (01) 649 2649	
	Email	law@algoodbody.com	Reference number BYH 01-363772	
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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:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the sole shareholder of IP Maestrale (SG1) Limited ("SG1"). Accordingly there are no minority members in SG1. It is intended that the sole member of SG1 will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of SG1 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

Particulars of other merging companies

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Via Bissolati 76	 	 	
Rome	 	 	
Italy		 	

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of SG1 will transfer

to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger)

Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and avail of

protections under the Italian regulations which implement Directive No. 2005/56/EC, in

particular.epursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies'

Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Vla Bissolati 76	<u> </u>
Rome	
Italy	· · ·

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number.

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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:

Kept in the Rome Companies Register under No.08426841006

Name of Company:

The registered office of the company:

N/A

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

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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 'his 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 relodged 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

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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale (BB 2) Limited (registered in Ireland Company number 392913.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy") Registered with the Rome Companies Register under number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale (BB 2) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, 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 IP Maestrale (BB 2) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

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Duraft terms of forms	ition of Cross-Border	AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ
	Irish registered company	
Regulation 8 (1) of the Europe	an Communities (Cross-Border Mergers)	
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Enforcement Act 2001)	EE PAIL	
Companies Act 1990 (F Delivered to Registrar) Regul		L LANSING UNIT NING TANUN UNUN UNUN UNUN UNUN UNUN UNUN
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	No 01 JON LON	
		Companies Acts 1963 to 2009
	Company number	
		CBM1
		t or BOLD CAPITALS, referring to explanatory notes
	· _ · · ·	to BOLD CAPITALS, reterning to explanatory notes
Company name	IP Maestrale (BB2) Limited	<u> </u>
ir ion		
	Pursuant to Regulation 8(1) of	the European Communities (Cross-Border Mergers)
	Regulations 2008, a copy of the Co	ommon Draft Terms is attached to this form.
Type of merger	By acquisition By formation	n of a new company 🛛 🖌 By absorption
note one		
Company details	Copies of the Common Draft Terms , the Dire	ectors' Explanatory Report and the Expert's Report where
	relevant, are available for inspection at the re	egistered office of the company, namely:
	Charter House, c/o Copsey Murray, 5 Pem	broke Row, Dublin 2
		· · · · · · · · · · · · · · · · · · ·
	Information relating to the Company is kept I	w the Registrar under registered number
	Information relating to the Company is kept	
	3 9 2 9 1 3	
	Legal form and law which governs the comp	bany:
		·
	Private Limited Company incorporated und	ler the Irish Companies Acts 1963-2009.
Certification	I hereby certify that the particulars contr	ined in this form are correct and have been given in
note three	accordance with the Notes on Completi	on of Form CBM1.
	57	
	Signature	Name in block letters or typescript
	Signature	
	Signature	FABRIZIO TORTORA
	Signature	
Presenter details	Signature	FABRIZIO TORTORA
Presenter details note four	Signature	FABRIZIO TORTORA
	A&L Goodbody	FABRIZIO TORTORA
note four	L. Hunfer	FABRIZIO TORTORA
note four Name Address	A&L Goodbody IFSC, North Wall Quay Dublin 1	FABRIZIO TORTORA Date
note four Name Address DX number	A&L Goodbody IFSC, North Wall Quay Dublin 1 29	FABRIZIO TORTORA Date 30 05 2011 Date DX exchange Dublin
note four Name Address	A&L Goodbody IFSC, North Wall Quay Dublin 1	FABRIZIO TORTORA Date

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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:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the sole shareholder of IP Maestrale (BB2) Limited ("BB2"). Accordingly there are no minority members in BB2. It is intended that the sole member of BB2 will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of BB2 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

. . . .

Particulars of other merging companies

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Via	Bissolati	76
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Rome Italy

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of BB2 will transfer

to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and avail of

protections under the Italian regulations which implement Directive No. 2005/56/EC, in

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies'

Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Blssolati 76	
Rome	
italy	

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

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note on

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:

Kept In the Rome Companies Register under No.08426841006

Particulars of other merging companies

Name of Company:

The registered office of the company:

N/A

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*

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N/A	 	····		
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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

note one

. If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

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.

This form must be completed correctly, in full and in accordance with the following notes. General 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.

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Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. note two Form B2 can be filed free of charge at www.core.ie.

This form must be certified by a director of the company on behalf of the Board. note three

This section must be completed by the person who is presenting Form CBM1 to the CRO. This note four may be either the applicant or a person on his/her behalf. - ---- - --

Where space is considered inadequate, a continuation sheet should be completed, in the same note five format as the relevant section.

Further information

When you have completed and signed the form, please file with the CRO. CRO address 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

If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Payment 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 relodged 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.le OR BY E-MAIL info@cro.ie

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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale (HB 1) Limited (registered in Ireland Company number 383718.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy") Registered with the Rome Companies Register under number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale (HB 1) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, 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 IP Maestrale (HB 1) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

Draft terms of format Merger involving an i	Irish registered c	ompany		PANIE: IFIG UI	S REGISTRATION OFFICE M CHLÁRÚ CUIDEACHTAÍ	N.
Regulation 8 (1) of the Europea Regulations 2008 S249A Companies Act 1990 Enforcement Act 2001) Companies Act 1990 (Fo	(inserted by s107 ,C					
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	ompanies D	gistration Offic	<u> </u>		CRO receipt date sta	
		gistration			Companies Acts 1963 to 2	2009
	Company number 3 8 3 7 1 8 Blasse complete t 1] Ising black typescript		TALS 1	CBM ² referring to explanatory not	1
Company name	IP Maestrale (HB1) L					
in tull				<u> </u>		
	Pursuant to Regulations	Regulation 8(1) of t 2008, a copy of the Co	he European C mmon Draft Terr	ommu ns is a	nities (Cross-Border Merge attached to this form.	ərs)
Type of merger	By acquisition	n Dy formation	of a new compa	iny	✓ By absorption	
Company details		on Draft Terms , the Dire le for inspection at the re			and the Expert's Report where pany, namely:	,
	Charter House, c/o	Copsey Murray, 5 Peml	proke Row, Dublin	2		_
		·				
	Information relating t	o the Company is kept b	y the Registrar unc	der regi	stered number:	
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	Legal form and law	which governs the comp	any:			
	Private Limited Con	npany incorporated und	er the Irish Compa	nies A	cts 1963-2009.	
			_			
Certification note three	I hereby certify tha accordance with th	t the particulars contai e Notes on Completio	ned in this form n of Form CBM1	are co	rrect and have been given i	n
	Signature				tters or typescript	
	L forte		FAB		o tortora	
	<u> </u>		Date	30	05/11	
Presenter details						
Name	A&L Goodbody					
Address	IFSC, North Wall Qu	naà				
	Dublin 1	····				
DX number	29	<u>.</u>	DX excha			
Telephone number	(01) 649 2000		Fax num	Der (U	1) 649 2649	
Email	law@algoodbody.co	201	Referenç	<u>ə numt</u>	ber BYH 01-363772	

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Particulars of the company's arrangements for exercise of the rights of creditors and members

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Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the sole shareholder of IP Maestrale (HB1) Limited ("HB1"). Accordingly there are no minority members in HB1. It is intended that the sole member of HB1 will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of HB1 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

Particulars of other merging companies

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Via Bissolati 76

Rome Italy

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

Limited liablility company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of HB1 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and avail of protections under the Italian regulations which implement Directive No. 2005/56/EC, in

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies'

Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Bissolati 76	· · · · · · · · · · · · · · · · · · ·	
Rome		
Italy		

note one

If the Company is an irish Company, Information relating to the Company is kept by the Registrar under registered number:

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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:

Kept in the Rome Companies Register under No.08426841006

Particula	irs of	other	Ì
merging	com	panles	

Name of Company:

The registered office of the company:

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

N/A

N/A

N/A

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

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N/A				
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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_______

note one

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

1		

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.
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 relodged 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

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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale (HB 2) Limited (registered in Ireland Company number 383720.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy") Registered with the Rome Companies Register under number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale (HB 2) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, 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 IP Maestrale (HB 2) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

		COMPANIES REGISTRATION OFFICE
Draft terms of format		COMPANIES REGISTRATION OFFICE AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ
Regulation 8 (1) of the Europea	Irish registered company n Communities (Cross-Border Mergers)	
Regulations 2008) (inserted by s107 Company Law	
Enforcement Act 2001)	A DESCRIPTION OF THE OWNER OWNER OF THE OWNER OWNER OF THE OWNER OWNER OF THE OWNER OWNE	
Companies Act 1990 (For Delivered to Registrar) Regula	inn and Content of Documents	, o dan kun di kadi dan ku kana di kun di kada di kun di kada di kun di kada di kun di kada di kada di
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	Company number	CRM1
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		escript or BOLD CAPITALS, referring to explanatory notes
Company name	IP Maestrale (HB2) Limited	
in full		· · · · · · · · · · · · · · · · · · ·
) of the European Communities (Cross-Border Mergers) the Common Draft Terms is attached to this form.
Type of merger	By acquisition By for	mation of a new company 🖌 By absorption
Company details	Copies of the Common Draft Terms . +	he Directors' Explanatory Report and the Expert's Report where
note two	•	t the registered office of the company, namely:
	Charter House, c/o Copsey Murray,	5 Pembroke Row, Dublin 2
		<u> </u>
	Information relating to the Company is	kept by the Registrar under registered number:
		·
	3 8 3 7 2 0	· · ·
	Legal form and law which governs the	e company:
		ad under the Irich Companies Acts 1962 2000
	Private Limited Company incorporate	ed under the Irish Companies Acts 1963-2009.
		/ / = 0
Certification note three	I hereby certify that the particulars accordance with the Notes on Cor	contained in this form are correct and have been given in npletion of Form CBM1.
	Signature	Name in black letters or typescript
	fan	FABRIZIO TORTORA
	1	Date 30 05 2011
Presenter details	<u> </u>	
Name	A&L Goodbody	
Address	IFSC, North Wall Quay	
	Dublin 1	
DX number	29	DX exchange Dublin
Telephone number	(01) 649 2000	Fax number (01) 649 2649
Email	law@algoodbody.com	Reference number BYH 01-363772

Particulars of the company's arrangements for exercise of the rights of creditors and members

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Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the sole shareholder of IP Maestrale (HB2) Limited ("HB2"). Accordingly there are no minority members in HB2. It is intended that the sole member of HB2 will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of HB2 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

Particulars of other merging companies

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Via Bissolati 76

Rome

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of HB2 will transfer

to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger)

Regulations 2008. Creditors of Holdings italy will be entitled to exercise their rights and avail of

protections under the Italian regulations which implement Directive No. 2005/56/EC, in

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies'

Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Bissolati 76	
Rome	
Italy	

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:

Kept in the Rome Companies Register under No.08426841006

Name of Company:

Particulars of other merging companies

The registered office of the company:

N/A

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	
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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:

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 relodged 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

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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale (JGL 1) Limited (registered in Ireland Company number 389471.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy") Registered with the Rome Companies Register under number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale (JGL 1) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, 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 IP Maestrale (JGL 1) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

		COMPANIES REGISTRATION OFFICE AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ
	tion of Cross-Border	
Regulation 8 (1) of the Europea	Irish registered company an Communities (Cross-Border Mergers)	
Regulations 2008		a kanakan kuna ang ang ang ang ang ang ang ang ang a
S249A Companies Act 199 Enforcement Act 2001)	00 (inserted by s107=Company Law	
Companies Act 1990 (F	orm and Content of Documents	T TO ATTRE TO THE TABLE TO BE TO
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	(* 01 JUN 2011 *)	
		CRO receipt date stamp
	moanies Registration Office	Companies Acts 1963 to 2009
	Company number	CRM1
	3 8 9 4 7 1	
	Please complete using black typescrip	t or BOLD CAPITALS, referring to explanatory notes
Company name	IP Maestrale (JGL1) Limited	
in full		
		the European Communities (Cross Border Mergers)
	Pursuant to Regulation 8(1) of Regulations 2008, a copy of the C	the European Communities (Cross-Border Mergers) ommon Draft Terms is attached to this form.
		n of a new company 📝 By absorption
Type of merger	By acquisition By formation	Tor a new company
Company details		ectors' Explanatory Report and the Expert's Report where
note two	relevant, are available for inspection at the re	agistered once of the company, harnery.
	Charter House, c/o Copsey Murray, 5 Pem	broke Row, Dublin 2
	. All a	·
	Information relating to the Company is kept t	by the Registrar under registered number.
		· · · · ·
	3 8 9 4 7 1	
	· ·	
	Legal form and law which governs the comp	bany:
	-	
	Private Limited Company incorporated unc	ter the Irish Companies Acts 1963-2009.
Certification	I hereby certify that the particulars conta	ained in this form are correct and have been given in
note three	accordance with the Notes on Completi	on of Form CBM1.
	Signature	Name in block letters or typescript
	1 fine	FABRIZIO TORTORA
		2010512011
		Date 5010516011
Presenter details		
note four		
Name	A&L Goodbody	
Address	IFSC, North Wall Quay	
	Dublin 1	
DX number	29	DX exchange Dublin
Telephone number	(01) 649 2000	Fax number (01) 649 2649
Email	law@algoodbody.com	Reference number BYH 01-363772

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Particulars of the company's arrangements for exercise of the rights of creditors and members

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Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the sole shareholder of IP Maestrale (JGL1) Limited ("JGL1"). Accordingly there are no minority members in JGL1. It is intended that the sole member of JGL1 will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of JGL1 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

-44

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Via	Bissolati	76
Ron	ne	

Italy

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of JGL1 will transfer

to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and avail of

protections under the Italian regulations which implement Directive No. 2005/56/EC, in

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies' Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

a Bissolati 76	
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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:

Kept in the Rome Companies Register under No.08426841006

Particulars of other merging companies

Name of Company:

The registered office of the company:

N/A

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				
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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.

format as the relevant section.

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		

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 relodged 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

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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale (JGL 2) Limited (registered in Ireland Company number 389473.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy") Registered with the Rome Companies Register under number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale (JGL 2) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, 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 IP Maestrale (JGL 2) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

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Regulation 8 (1) of the Europea Regulations 2008	Irish registered company In Communities (Cross-Border Mergers) 0 (Inserted by \$107 Company Law and Content of IDocuments tions 2002		PANIES REGISTRATION OFFICE
	(* 01 JUN 2011 *)		
	Conpanies Registration of the -		CRO receipt date stamp
	onles Registration		Companies Acts 1963 to 2009
	Company number		
	3 8 9 4 7 3		
			TALS, referring to explanatory notes
			TALS, Telefring to explanatory notes
Company name	IP Maestrale (JGL2) Limited		
in fuli			
	Pursuant to Regulation 8(1) Regulations 2008, a copy of th	of the European C e Common Draft Ter	communities (Cross-Border Mergers) ms is attached to this form.
Type of merger	By acquisition By forma	ation of a new compa	any 🖌 By absorption
note one			
	Copies of the Common Draft Terms , the	Directore' Evolenator	Penart and the Expert's Report where
Company details	relevant, are available for inspection at the		
note two	relevant, are available for inspection at th	le registered office of t	ne company, namely.
	Charter House, c/o Copsey Murray, 5 F	Pembroke Row, Dublin	12
	Charler House, are copacy manay, or		
	L		
	Information relating to the Company is keep	ept by the Registrar un	der registered number:
			4
	3 8 9 4 7 3		
			<i>,</i>
	Legal form and law which governs the c	ompany:	
	Private Limited Company incorporated	under the Irish Comp	anies Acts 1963-2009.
Certification note three	I hereby certify that the particulars of accordance with the Notes on Composition Signature	letion of Form CBM	
		·	
	tape		rizio tortora
		Data	30 05 2011
		Date	
Presenter details			
note four			
Name	A&L Goodbody		······································
Address	IFSC, North Wall Quay		
	Dublin 1		
DX number	29	DX exct	ange Dublin
Telephone number	(01) 649 2000		nber (01) 649 2649
Email	law@algoodbody.com		ce number BYH 01-363772
Cmail	แลสเซตเลิกการการการ		
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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:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the sole shareholder of IP Maestrale (JGL2) Limited ("JGL2"). Accordingly there are no minority members in JGL2. It is intended that the sole member of JGL2 will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of JGL2 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

Particulars of other merging companies

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Via Bissolati	76
Rome	
Italy	

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of JGL2 will transfer

to Holdings Italy by operation of Lw under Regulation 19 of the EC (Cross Border Merger) Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and avail of

protections under the Italian regulations which implement Directive No. 2005/56/EC, in

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies' Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Bissolati 76	
Rome	
Italy	

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

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note

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:

Kept in the Rome Companies Register under No.08426841006

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Particulars of other merging companies

Name of Company:

N/A

N/A

The registered office of the company:

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*

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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

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If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

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•

NOTES ON COMPLETION OF FORM CBM1

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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.

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European Communities (Cross Border Merger) Regulations 2008

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IP Maestrale (BB 1) Limited (registered in Ireland Company number 392910.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy") Registered with the Rome Companies Register under number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale (BB 1) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, 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 IP Maestrale (BB 1) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

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£	Draft terms of format	ion of Cross-Border			
	Merger Involving an Regulation 8 (1) of the Europea	rish registered company n Communities (Cross-Border Mergers)		1 18911	an lans alans saak taak saak sidda siidt affila (188)
	Regulations 2008	(inserted by s107 Company Law			
	Enforcement Act 2001) Companies Act 1990 (Fo	The second se	_	11001	
	Delivered to Registrar) Regula	tions 2002	ð l		4774352
		* 0 1 JUN 2011			CRO receipt date stamp
		Company number Registration O			Companies Acts 1963 to 2009
					CRM1
		3 9 2 9 1 0 Bleese complete using black typ	escript or BOL [САРП	ALS, referring to explanatory notes
	Company name	IP Maestrale (BB1) Limited	escript of Bocc		
	Company name	IF Maesuale (DBT) Linned	<u>,</u>		
		Pursuant to Regulation 8(Regulations 2008, a copy of	1) of the Europ the Common D	bean C raft Terr	ommunities (Cross-Border Mergers) ms is attached to this form.
	Type of merger	By acquisition By fo	rmation of a new	/ compa	any 🖌 By absorption
	Company datails	Copies of the Common Draft Terms,	the Directors' Exp	lanatory	Report and the Expert's Report where
	Company details	relevant, are available for inspection			
	note two				
		Charter House, c/o Copsey Murray,	5 Pembroke Rov	v, Dublir	12
		Information relating to the Company	s kept by the Reg	istrar un	der registered number:
		3 9 2 9 1 0			
		Legal form and law which governs the	ie company:		
		Private Limited Company incorpora	ted under the Iris	h Comp	anies Acts 1963-2009.
	Certification	I hereby certify that the particular accordance with the Notes on Co	s contained in the	ns form n CBM	are correct and have been given in 1.
	note three	accordance with the roles of or			
		Signature		Name	in block letters or typescript
		1 Vanha		FAS	BRIZIO TORTORA
			<u> </u>		30/05/2011
		· · · · · · · · · · · · · · · · · · ·	······································	Date	
	Presenter details				
		Agi Coodhacty			
	Address	A&L Goodbody			
	, ,20,000	Dublin 1	<u> </u>		
	DX number	29			hange Dublin
	Telephone number	(01) 649 2000		Fax nur	nber (01) 649 2649
	Email	law@algoodbody.com		Referen	ice number BYH 01-363772

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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:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the sole shareholder of IP Maestrale (BB1) Limited ("BB1"). Accordingly there are no minority members in BB1. It is intended that the sole member of BB1 will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of BB1 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

ļ	Via	Bissolati	76
Ì			

Rome Italy

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of BB1 will transfer

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protections under the Italian regulations which implement Directive No. 2005/56/EC, in

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies' Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Bissolati 76	
Rome	
Italy	

√-

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:

Kept in the Rome Companies Register under No.08426841006

Particulars of other merging companies

Name of Company:

The registered office of the company:

N/A

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

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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

note one

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

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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:

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.

والأحمر...

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 relodged 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

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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale (SG 2) Limited (registered in Ireland Company number 392918.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy") Registered with the Rome Companies Register under number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale (SG 2) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, 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 IP Maestrale (SG 2) Limited, Charter House, c\o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

Draft terms of format	tion of Cross-Border	AN OIFIG UN	S REGISTRATION OFFICE
Merger involving an	irish registered company In Communities (Cross-Border Mergers)		
D 1 No. 2000	0 (inserted by \$107 Company Law)		
S249A Companies Act 199 Enforcement Act 2001)	0 (Inserted by \$107 Company Law)		
Companies Act 1990 (Fo Delivered to Registrar) Regula	orm fand Content of Documents		4774350
Dentered in Hogenary Hogen			
	anies Registration Of		CRO receipt date stamp
	incgisit de		Companies Acts 1963 to 2009
	Company number		CRM1
	3 9 2 9 1 8		
	Please complete using black ty	pescript or BOLD CAPITALS,	referring to explanatory notes
Company name	IP Maestrale (SG2) Limited		
		<u> </u>	
	Pursuant to Regulation 8 Regulations 2008, a copy of	(1) of the European Commu f the Common Draft Terms is a	nities (Cross-Border Mergers) attached to this form.
		ormation of a new company	By absorption
Type of merger	By acquisition By fe	Smadon of a new company	
Company dataila	Copies of the Common Draft Terms	, the Directors' Explanatory Report	and the Expert's Report where
Company details	relevant, are available for inspection		
nole lwo			
	Charter House, c/o Copsey Murray	, 5 Pembroke Row, Dublin 2	
	Information relating to the Company	is kept by the Registrar under reg	istered number:
			4 . 4
	3 9 2 9 1 8		
	Legal form and law which governs t	he company:	
	-		
	Private Limited Company incorpor	ated under the Irish Companies A	cts 1963-2009.
		· · · · · · · · · · · · · · · · · · ·	
Certification note three	I hereby certify that the particula accordance with the Notes on C	rs contained in this form are co ompletion of Form CBM1.	prrect and have been given in
	Signature	Name in block is	atters or typescript
	Kerten	FABRIZ	o tortora
		Date 30	05 2011
Presenter details			
note four			- <u></u>
Name	A&L Goodbody		
Address	IFSC, North Wall Quay		
	Dublin 1	DX exchange	Dublin
DX number Telephone number	29 (01) 649 2000	Fax number (
Email	law@algoodbody.com		ber BYH 01-363772

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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:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the sole shareholder of IP Maestrale (SG2) Limited ("SG2"). Accordingly there are no minority members in SG2. It is intended that the sole member of SG2 will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of SG2 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Via Bi	ssolati 76
Rome	
Italy	

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of SG2 will transfer

to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger)

Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and avail of

protections under the Italian regulations which implement Directive No. 2005/56/EC, in

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies' Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Bissolati 76	
Rome	
Italy	

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

note one			Γ
			 L.

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:

Kept in the Rome Companies Register under No.08426841006

Particulars of other merging companies

Name of Company:

The registered office of the company:

N/A

Ň/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			
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	· · · · · · · · · · · · · · · · · · ·		

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

note one

Registrar under registered number:

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.

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 relodged 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

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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale 4 (Ireland) Limited (registered in Ireland Company number 404424.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy) Registered with the Rome Companies Register under registration number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale 4 (Ireland) Limited, Charter House, C\O Copsey Murray, 5 Pembroke Row, 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 IP Maestrale 4 (Ireland) Limited, Charter House, C\O Copsey Murray, 5 Pembroke Row, Dublin 2

Registrar of Companies

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4			A -
			PANIES REGISTRATION OFFICE
Draft terms of forma	tion of Cross-Border		FIG UM CHLÁRÚ CUIDEACHTAÍ 🕨
Merger involving an	Irish registered company		-
Regulation 8 (1) of the Europe	an Communities (Cross-Border Mergers)	· ((\$\$\$\$141 1351 1)	e swart saars alaan silba lista arti 2001
Regulations 2008	the second by 5407 Company Law		
Enforcement Act 2001)	0 (inserted by s107 Company Law		
Companies Act 1990 (F	orm and Content = of Documents		
Delivered to Registrar) Regula		4	774336
•	//. ··· \·		
	((^{**} 0 1 JUN 2011 ★)	* 1 6	CRO receipt date stamp
	En et		Companies Acts 1963 to 2009
	Company numbers Registration		ODIA
	Please complete using black types	cript or BOLD CAPIT	ALS, referring to explanatory notes
Company name	IP Maestrale 4 (Ireland) Limited		
in full			
			ommunities (Cross-Border Mergers)
	Regulations 2008, a copy of th	e Common Drait Terr	is is attached to this form.
Type of merger	By acquisition By forma	ation of a new compa	ny 🖌 By absorption
note one			
Company details	Copies of the Common Draft Terms , the	Directors' Explanatory	Report and the Expert's Report where
	relevant, are available for inspection at the		
note two			
		Dombroko Bow, Dublin	2
	Charter House, c/o Copsey Murray, 5 F	Penibioke Row, Dubin	2
			}
	Information relating to the Company is keep	ept by the Registrar und	ler registered number:
			•
	4 0 4 4 2 4		
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	Legal form and law which governs the c	ompany:	
	Private Limited Company incorporated	under the Irish Compa	nies Acts 1963-2009.
	<u>, , , , , , , , , , , , , , , , , , , </u>	• • • • • • • • • • • • • • • • • • •	
Certification	I hereby certify that the particulars of	ontained in this form	are correct and have been given in
note three	accordance with the Notes on Comp	letion of Form CBM1	
		*1 1	
	Signature	Name <i>in</i>	block letters or typescript
	1 July	FAB	RIZIO TORTORA
	L		30 05 2011
		Date	3010319011
Presenter details			
note four			
Name	A&L Goodbody		
Address	IFSC, North Wall Quay		
	Dublin 1		
DX number	29		ange Dublin
Telephone number	(01) 649 2000		ber (01) 649 2649
Email	law@algoodbody.com	Reference	e number BYH 01-363772

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:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the beneficial holder of the entire issued share capital of IP Maestrale 4 (Ireland) Limited ("Maestrale 4"). Accordingly there are no minority members in Maestrale 4. It is intended that the sole member of Maestrale 4 will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of Maestrale 4 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

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Particulars of other merging companies Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Via	Bissolat	li 76

Rome Italy

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of Maestrale 4 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and avail of protections under the Italian regulations which implement Directive No. 2005/56/EC, in particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies'

Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Bissolati 76	 · · · · · · · · · · · · · · · · · · ·	
Rome		
Italy	 	

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Е				

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:

Kept in the Rome Companies Register under No.08426841006

Name of Company:

Particulars of other merging companies

The registered office of the company:

N/A

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		_		 			
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	<u> </u>		· · ·	 			
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		<u></u>	-	 	_	<u>.</u>	
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<u> </u>	·······						
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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	·····	 	

note one

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

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.

- note three This form must be certified by a director of the company on behalf of the Board.
- - *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 relodged 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

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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale 5 (Ireland) Limited (registered in Ireland Company number 404420.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy) Registered with the Rome Companies Register under registration number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale 5(Ireland) Limited, Charter House, C\O Copsey Murray, 5 Pembroke Row, 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 IP Maestrale 5 (Ireland) Limited, Charter House, C\O Copsey Murray, 5 Pembroke Row, Dublin 2

Registrar of Companies

		COMPANIES REGISTRATION OFFICE
	ation of Cross-Border	AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ
	1 Irish registered company ean Communities (Cross-Border Mergers)	
Regulations 2008		
S249A Companies Act 19 Enforcement Act 2001	90 (inserted by s107 Company Law	
Companies Act (1990 /	Form and Content of Documents	
Delivered to Registrar) Regu	lations 2002, 2011 *	4774338
N.	Q//	4111000
Con	CHU	
100	anies Registration Officient	CRO receipt date stamp
		Companies Acts 1963 to 2009
	4 0 4 4 2 0	
	Please complete using black types	cript or BOLD CAPITALS, referring to explanatory notes
Company name	IP Maestrale 5 (Ireland) Limited	
in full		· · · · · · · · · · · · · · · · · · ·
		of the European Communities (Cross-Border Mergers) e Common Draft Terms is attached to this form.
Type of merger	By acquisition By forma	ation of a new company 📝 By absorption
<u></u>	Conjos of the Common Draft Terms the	Directory Evaluation, Report and the Evalution Report where
Company details	•	Directors' Explanatory Report and the Expert's Report where
note two	relevant, are available for inspection at a	ne registered office of the company, namely:
	Charter House, c/o Copsey Murray, 5 l	Pembroke Row, Dublin 2
	Information relating to the Company is ke	ept by the Registrar under registered number:
		•
•	4 0 4 4 2 0	,
	Legal form and law which governs the o	ompany:
	Brivate Limited Company Incomparated	under the Irish Companies Acts 1963-2009.
	in mate Linked Company incorporated	
Certification	I hereby certify that the particulars ca	ontained in this form are correct and have been given in
note three	accordance with the Notes on Comp	letion of Form CBM1.
	Signature	Name in block letters or typescript
	from	FABRIZIO TORTORA
	• 1	Date 30 05 001
Presenter details		
note four		
Name	A&L Goodbody	······································
Address	IFSC, North Wall Quay	
	Dublin 1	
DX number	29	DX exchange Dublin
Telephone number	(01) 649 2000	Fax number (01) 649 2649
•	law@algoodbody.com	
Email	law@aigooubody.com	Reference number BYH 01-363772

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Particulars of the company's arrangements for exercise of the rights of creditors and members

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Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the beneficial holder of the entire issued share capital of IP Maestrale 5 (Ireland) Limited ("Maestrale 5"). Accordingly there are no minority members in Maestrale 5. It is intended that the sole member of Maestrale 5 will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of Maestrale 5 will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

16.Å

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Via	Bissolati	76

Rome Italy

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of Maestrale 5 will

transfer to Holdings italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and avail of

protections under the Italian regulations which implement Directive No. 2005/56/EC, in

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies' Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Bissolati 76	······································	
Rome		
Italy	·	

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:

Kept in the Rome Companies Register under No.08426841006

Particulars of other merging companies

ι,

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	
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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.

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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.
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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 relodged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

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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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale Engineering (IV-4) Limited (registered in Ireland Company number 399759.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy) Registered with the Rome Companies Register under registration number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale Engineering (IV-4) Limited, Charter House, C\O Copsey Murray, 5 Pembroke Row, 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 IP Maestrale Engineering (IV-4) Limited, Charter House, C\O Copsey Murray, 5 Pembroke Row, Dublin 2

Registrar of Companies

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•	Draft terms of format Merger involving an	ion of Cross-Border rish registered company		AN OI	
		n Communities (Cross-Border Mergers)	1100	(11) (11) (11)	
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		Company number stratt			CRM1
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	Сотрапу пате	IP Maestrale Engineering (IV-4) Limit	· · · · · · · · · · · · · · · · · · ·		ALD, ICIDINING TO OXPIDINATOLY HOLDO
	in full		·······		
		7 Pursuant to Regulation 8	(1) of the Europe	ean Co	ommunities (Cross-Border Mergers)
		Regulations 2008, a copy of			
					ny 📝 By absorption
	Type of merger	By acquisition By f	ormation of a new o	compa	
	Company details	Copies of the Common Draft Terms	, the Directors' Expla	natory	Report and the Expert's Report where
	note two	relevant, are available for inspection			
		Charter House, c/o Copsey Murray	, 5 Pembroke Row,	Dublin	2
		Information relating to the Company	is kent by the Regia	tror und	or registered number:
		intornation relating to the Company	is kept by the negla		
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		Level ferm and low which gaverne	the compony:		
		Legal form and law which governs	lite company.		
		Private Limited Company Incorpor	ated under the Irish	Compa	nies Acts 1963-2009.
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	Certification	I hereby certify that the particula	rs contained in this	s form a	are correct and have been given in
	note three	accordance with the Notes on C	ompletion of Form	CBM1	
		Signature	N	ame in	block letters or typescript
		1 Jan V.	Г	TO00	
		- pr pr-			21210 TORTORA
			D	ate	30 05 201
	Presenter details				
	Name	A&L Goodbody			
	Address	IFSC, North Wall Quay			
		Dublin 1			
	DX number Telephose number	29			ange Dublin per (01) 649 2649
	Telephone number Email	(01) 649 2000 law@algoodbody.com		ax numi eferenc	e number BYH 01-363772
	bal 1 (41)				

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Particulars of the company's arrangements for exercise of the rights of creditors and members

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Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

At the time at which the merger becomes effective, IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy") will be the beneficial holder of the entire issued share capital of IP Maestrale Engineering (IV-4) Limited ("Engineering Limited"). Accordingly there are no minority members in Engineering Limited. It is intended that the sole member of Engineering Limited will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of Engineering Limited will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

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Particula	rs of other
merging	companies

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

Via	Bissolat	i 76

Rome Italy

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: note five

Holdings Italy is a single member company. Accordingly there are no minority members in Holdings Italy. Holdings Italy will convene a general meeting of its member to consider the proposed merger.

If the merger becomes effective, all rights and obligations of the creditors of Engineering Limited will transfer to Holdings Italy by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008. Creditors of Holdings Italy will be entitled to exercise their rights and avail of

protections under the Italian regulations which Implement Directive No. 2005/56/EC, in

particular, pursuant to Article 2503 of the Italian Civil Code, any creditors of Holdings Italy are entitled to oppose the merger within sixty days of the registration in the Rome Companies'

Register of the shareholders' resolutions approving the merger.

However, it is not envisaged or intended that the creditors of Holdings Italy will be prejudiced as a result of 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:

Via Bissolati 76	
Rome	
Italy	

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If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

note	оле



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:

Kept In the Rome Companies Register under No.08426841006

Particulars of other merging companies

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Name of Company:

The registered office of the company:

N/A

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		
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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:

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NOTES ON COMPLETION OF FORM CBM1

These notes should be read in conjunction with the relevant legislation.

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> 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.

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Further information

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Reument

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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 1 June 2011 of a proposed merger between the following companies:

IP Maestrale Holdings (Ireland) Limited (registered in Ireland Company number 404413.) and

IP Maestrale Holdings (Italy) S.R.L. ("Holdings Italy) Registered with the Rome Companies Register under registration number 08426841006.

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 <u>www.cro.ie</u>

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 IP Maestrale Holdings (Ireland) Limited, Charter House, C\O Copsey Murray, 5 Pembroke Row, 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 IP Maestrale Holdings (Ireland) Limited, Charter House, C\O Copsey Murray, 5 Pembroke Row, Dublin 2

Registrar of Companies

		AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ
Merger involving an	Irish registered company an Communities (Cross-Border Mergers)	T TRAVILLE VERT ALANT TRAVILLE AL DIER TRAVILLE
Regulations 2008	an Communities (Cross-Dorder mergers)	
S249A Companies Act 199	0 (inserted by s107 Company Law	
Enforcement Act 2001) Companies Act 1990 (F	om Fand Content of Documents	4774000
Delivered to Registrar) Regul	ations 2002	4774332
*	0 1 JUN 2011	CRO receipt date si
		Companies Acts 1963 to
	Company:number	ODM
		cript or BOLD CAPITALS, referring to explanatory no
Company name	IP Maestrale Holdings (Ireland) Limited	
in full		
		of the European Communities /Cross Dordon Mars
	Pursuant to Regulation 8(1) Regulations 2008 a copy of the	of the European Communities (Cross-Border Merg e Common Draft Terms is attached to this form.
	Regulations 2000, a copy of th	
Type of merger	By acquisition By formation	ation of a new company By absorption
note one		
Company details		Directors' Explanatory Report and the Expert's Report when
note two	relevant, are available for inspection at t	ne registered office of the company, namely:
	Charter House, c/o Copsey Murray, 5 I	Pembroke Row, Dublin 2
	Charter House, Go Copsey Multay, or	
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	Information relating to the Company is k	ept by the Registrar under registered number:
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	4 0 4 4 1 3	
	Legal form and law which governs the o	ompany:
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	Private Limited Company incorporated	under the Irish Companies Acts 1963-2009.
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Certification	I hereby certify that the particulars c	ontained in this form are correct and have been given
note three	accordance with the Notes on Comp	Netion of Form CBM1.
	Signature	Name In block letters or typescript
	I V.V.	FABRIZIO TORTORA
	<u> </u>	
	· · · · · · · · · · · · · · · · · · ·	Date 30 05 3011
Presenter details		
note four		
Name	A&L Goodbody	
Address	IFSC, North Wall Quay	
	Dublin 1	
DX number	29	DX exchange Dublin
Telephone number	(01) 649 2000	Fax number (01) 649 2649
•		Reference number BYH 01-363772
Email	law@algoodbody.com	Reference number Diff 01-505772

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:

IP Maestrale Holdings (Ireland) Limited ("Holdings Ireland") is a single member company. Accordingly there are no minority members in Holdings Ireland. It is intended that the sole member of Holdings Ireland will approve the merger.

If the merger becomes effective, all rights and obligations of the creditors of Holdings Ireland will transfer to IP Maestrale Holdings (Italy) S.R.L by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2

• .

Name of Company:

IP Maestrale Holdings (Italy) S.R.L ("Holdings Italy")

The registered office of the company:

76

Via	Bissolati
-	

Rome Italy

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

Limited liability company ("società a responsabilità limitata") governed by the laws of Italy.

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Italy			

1	1	

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Kept in the Rome Companies Register under No.08426841006

Particulars of other merging companies

R

Name of Company:

The registered office of the company:

N/A

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*

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N/A	
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N/A	
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