



# Gazette

**ISSUE ID: 0002011/H/23**  
**CROSS BORDER MERGER GAZETTE**  
**10th June 2011**

## CRO GAZETTE, FRIDAY, 10th June 2011

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 01-JUN-11 AND 10-JUN-11							
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				
382919	IP Maestrals Limited	CBM1	1/6/2011				
392916	IP Maestrals (SG 1) Limited	CBM1	1/6/2011				
392913	IP Maestrals (BB 2) Limited	CBM1	1/6/2011				
383718	IP Maestrals (HB 1) Limited	CBM1	1/6/2011				
383720	IP Maestrals (HB 2) Limited	CBM1	1/6/2011				
389471	IP Maestrals (JGL 1) Limited	CBM1	1/6/2011				
389473	IP Maestrals (JGL 2) Limited	CBM1	1/6/2011				
392910	IP Maestrals (BB 1) Limited	CBM1	1/6/2011				
392918	IP Maestrals (SG 2) Limited	CBM1	1/6/2011				
404424	IP Maestrals 4 (Ireland) Limited	CBM1	1/6/2011				
404420	IP Maestrals 5 (Ireland) Limited	CBM1	1/6/2011				
399759	IP Maestrals Engineering (IV-4) Limited	CBM1	1/6/2011				
404413	IP Maestrals Holdings (Ireland) Limited	CBM1	1/6/2011				

## **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.

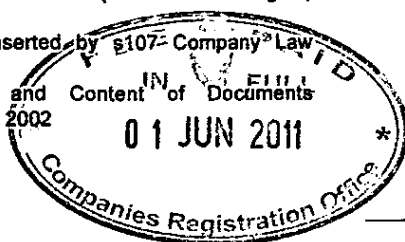
The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÍ**Draft terms of formation of Cross-Border  
Merger Involving an Irish registered company**Regulation 8 (1) of the European Communities (Cross-Border Mergers)  
Regulations 2008S249A Companies Act 1990 (inserted by S107 Company Law  
Enforcement Act 2001)Companies Act 1990 (Form and Content of Documents  
Delivered to Registrar) Regulations 2002

CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

4 4 4 5 6 1

**CBM1**

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

Company name

in full

IP (Siffanto) Holdings Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

Type of merger

note one

☒ By acquisition ☐ By formation of a new company ☐ By absorption

Company details

note two

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

4 4 4 5 6 1

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

Certification

note three

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name in block letters or typescript

MARZIA GASPERONI

Date

30/05/11

Presenter details

note four

Name  
Address  
DX number  
Telephone number  
Email

A&amp;L Goodbody

IFSC, North Wall Quay

Dublin 1

29

(01) 649 2000

law@algoodbody.com

DX exchange Dublin

Fax number (01) 649 2649

Reference number BYH 01-363772

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 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

☐

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**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## 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.cro.ie](http://www.cro.ie).

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

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

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

### Further information

**CRO address** When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

Please *carefully* study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS  
AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)

## **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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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

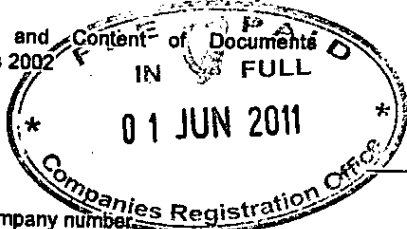


COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUINEACHTA



4774330

**Draft terms of formation of Cross-Border Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers) Regulations 2008  
S249A Companies Act 1990 (Inserted by s107 Company Law Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002



CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

3 8 2 9 1 9

**CBM1**

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

Company name

in full

IP Maestrale Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

Type of merger

note one

☒ By acquisition ☐ By formation of a new company ☐ By absorption

Company details

note two

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

3 8 2 9 1 9

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

Certification

note three

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name in block letters or typescript

FABRIZIO TORTORA

Date

30/05/2011

Presenter details

note four

Name

Address

DX number

Telephone number

Email

A&L Goodbody

IFSC, North Wall Quay

Dublin 1

29

(01) 649 2000

law@algoodbody.com

DX exchange Dublin

Fax number (01) 649 2649

Reference 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:

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 other  
merging companies**

Name of Company:

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

The registered office of the company:

Via Blissolati 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 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 Blissolati 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**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## 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](http://www.core.ie).

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

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

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

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New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

**Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (Inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.**

**FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

## **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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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.

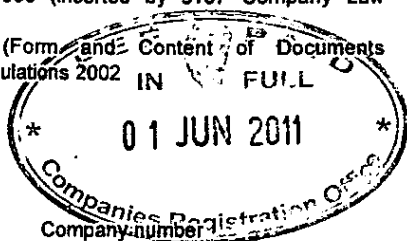
Registrar of Companies



COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



**Draft terms of formation of Cross-Border  
Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers)  
Regulations 2008  
S249A Companies Act 1990 (Inserted by s107 Company Law  
Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents  
Delivered to Registrar) Regulations 2002



4774348

CRO receipt date stamp  
Companies Acts 1963 to 2009

**CBM1**

3 9 2 9 1 6

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

**Company name**

*in full*

IP Maestrale (SG1) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*

☐ By acquisition ☐ By formation of a new company ☒ By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

3 9 2 9 1 6

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

FABRIZIO TORTORA

Date

30/05/2011

**Presenter details**

*note four*

Name

Address

DX number

Telephone number

Email

A&L Goodbody

IFSC, North Wall Quay

Dublin 1

29

DX exchange Dublin

(01) 649 2000

Fax number (01) 649 2649

law@algoodbody.com

Reference 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 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 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:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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*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.

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**note one** Please tick the relevant box.

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

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

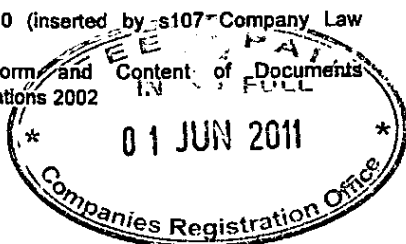
The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of IP Maestrale (BB 2) Limited, Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2.

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



**Draft terms of formation of Cross-Border  
Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers)  
Regulations 2008  
S249A Companies Act 1990 (inserted by s107 Company Law  
Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents  
Delivered to Registrar) Regulations 2002



4774354

CR0 receipt date stamp

Companies Acts 1963 to 2009

Company number

3 9 2 9 1 3

**CBM1**

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

Company name

in full

IP Maestrale (BB2) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

Type of merger

note one

☐ By acquisition ☐ By formation of a new company ☒ By absorption

Company details

note two

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

3 9 2 9 1 3

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

Certification

note three

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name in block letters or typescript

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

**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

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 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**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## NOTES ON COMPLETION OF FORM CBM1

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

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

Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 and does not include a company registered in Northern Ireland.

**note one** Please tick the relevant box.

**note two** Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at [www.core.ie](http://www.core.ie).

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

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

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

### Further information

**CRO address** When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

**Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (Inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.**

**FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

## **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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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

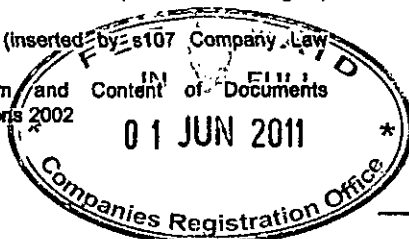
**Draft terms of formation of Cross-Border  
Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers)  
Regulations 2008

S249A Companies Act 1990 (inserted by s107 Company Law  
Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents  
Delivered to Registrar) Regulations 2002

**CRO** COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



4774340



CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

3 8 3 7 1 8

**CBM1**

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

**Company name**

*in full*

IP Maestrale (HB1) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*

☐ By acquisition ☐ By formation of a new company ☒ By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

3 8 3 7 1 8

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

FABRIZIO TORTORA

Date

30/05/11

**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

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 (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 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 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

☐

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

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

[illegible]

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.cro.ie](http://www.cro.ie).

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

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

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

### Further information

**CRO address** When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (Inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is 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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto: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 [www.cro.ie](http://www.cro.ie)

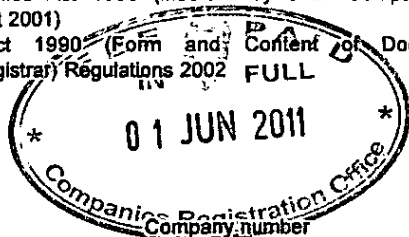
The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of IP Maestrale (HB 2) Limited, Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2.

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



**Draft terms of formation of Cross-Border Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers) Regulations 2008  
S249A Companies Act 1990 (inserted by s107 Company Law Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002 **FULL**



4774342

receipt date stamp

Companies Acts 1963 to 2009

**CBM1**

3 8 3 7 2 0

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

**Company name**

*in full*

IP Maestrale (HB2) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*

☐ By acquisition ☐ By formation of a new company ☒ By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, 'the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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 company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

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

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 (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

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 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*

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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**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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

☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## NOTES ON COMPLETION OF FORM CBM1

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

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

Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 and does not include a company registered in Northern Ireland.

**note one** Please tick the relevant box.

**note two** Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at [www.cro.ie](http://www.cro.ie).

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

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

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### Further information

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New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

**Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.**

**FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

## **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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of IP Maestrale (JGL 1) Limited, Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2.

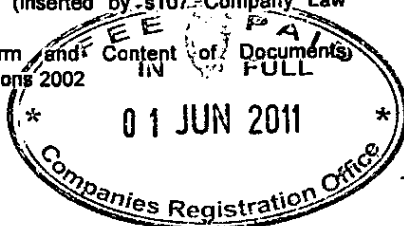
The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.00 pm at the registered office of IP Maestrale (JGL 1) Limited, Charter House, c/o Copsey Murray, 5 Pembroke Row, Dublin 2.

Registrar of Companies

**Draft terms of formation of Cross-Border  
Merger Involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers)  
Regulations 2008  
S249A Companies Act 1990 (Inserted by s107 Companies Law  
Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents)  
Delivered to Registrar Regulations 2002



COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



4774344

CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

3 8 9 4 7 1

**CBM1**

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

**Company name**

*in full*

IP Maestrale (JGL1) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*

☐ By acquisition ☐ By formation of a new company ☒ By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

3 8 9 4 7 1

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

FABRIZIO TORTORA

Date

30/05/2011

**Presenter details**

*note four*

Name

Address

DX number

Telephone number

Email

A&L Goodbody

IFSC, North Wall Quay

Dublin 1

29

DX exchange Dublin

(01) 649 2000

Fax number (01) 649 2649

law@algoodbody.com

Reference 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 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

**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 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:

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:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## 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.cro.ie](http://www.cro.ie).

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

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

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

### Further information

**CRO address** When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

**Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.**

**FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [Info@cro.ie](mailto:Info@cro.ie)**

## **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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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



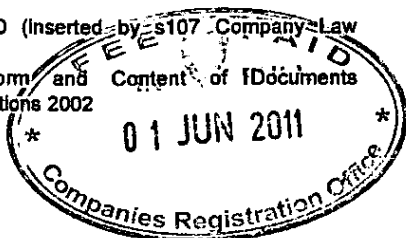
COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



**Draft terms of formation of Cross-Border  
Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers)  
Regulations 2008  
S249A Companies Act 1990 (Inserted by s107 Company Law  
Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents  
Delivered to Registrar) Regulations 2002



4774346



CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

3 8 9 4 7 3

**CBM1**

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

**Company name**

*in full*

IP Maestrale (JGL2) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*

☐ By acquisition ☐ By formation of a new company ☒ By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

3 8 9 4 7 3

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

FABRIZIO TORTORA

Date

30/05/2011

**Presenter details**

*note four*

Name

Address

DX number

Telephone number

Email

A&L Goodbody

IFSC, North Wall Quay

Dublin 1

29

(01) 649 2000

law@algoodbody.com

DX exchange Dublin

Fax number (01) 649 2649

Reference 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 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.

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 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**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## NOTES ON COMPLETION OF FORM CBM1

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

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

Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 and does not include a company registered in Northern Ireland.

**note one** Please tick the relevant box.

**note two** Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at [www.core.ie](http://www.core.ie).

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

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

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

### Further information

**CRO address** When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

**Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.**

**FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

## **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 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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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



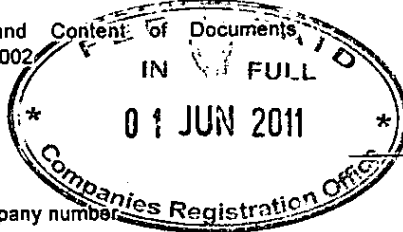
COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



**Draft terms of formation of Cross-Border Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers) Regulations 2008  
S249A Companies Act 1990 (inserted by s107 Company Law Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002



4774352



CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

3 9 2 9 1 0

**CBM1**

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

**Company name**

*in full*

IP Maestrale (BB1) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*

☐ By acquisition ☐ By formation of a new company ☒ By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

3 9 2 9 1 0

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

FABRIZIO TORTORA

Date

30/05/2011

**Presenter details**

*note four*

Name

Address

DX number

Telephone number

Email

A&L Goodbody

IFSC, North Wall Quay

Dublin 1

29

(01) 649 2000

law@algoodbody.com

DX exchange Dublin

Fax number (01) 649 2649

Reference 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 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

**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 BB1 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

**Particulars of other  
merging companies**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## 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.cro.ie](http://www.cro.ie).

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

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

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### Further information

**CRO address** When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

Please *carefully* study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (Inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [Info@cro.ie](mailto:Info@cro.ie)

## **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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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.

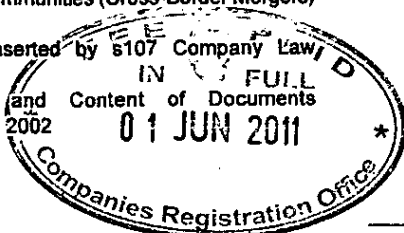
Registrar of Companies



COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



**Draft terms of formation of Cross-Border Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers) Regulations 2008  
S249A Companies Act 1990 (Inserted by s107 Company Law Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002



4774350

CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

3 9 2 9 1 8

**CBM1**

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

**Company name**

*in full*

IP Maestrale (SG2) Limited



Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*



By acquisition



By formation of a new company



By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

3 9 2 9 1 8

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

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

**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

**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 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*

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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**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## 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.cro.ie](http://www.cro.ie).

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

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

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

### Further information

**CRO address** When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

**Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.**

**FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

## **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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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



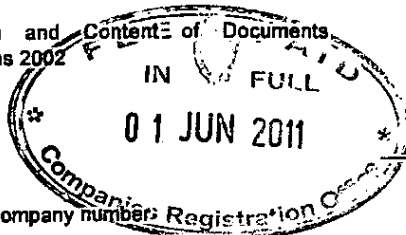
COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



**Draft terms of formation of Cross-Border  
Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers)  
Regulations 2008  
S249A Companies Act 1990 (Inserted by s107 Company Law  
Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents  
Delivered to Registrar) Regulations 2002



4774336



CRO receipt date stamp

Companies Acts 1963 to 2009

Company number: Registration Office

**CBM1**

4 0 4 4 2 4

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

**Company name**

*in full*

IP Maestrale 4 (Ireland) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*

☐ By acquisition ☐ By formation of a new company ☒ By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

4 0 4 4 2 4

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

FABRIZIO TORTORA

Date 30/05/2011

**Presenter details**

*note four*

Name

Address

DX number

Telephone number

Email

A&L Goodbody

IFSC, North Wall Quay

Dublin 1

29

(01) 649 2000

law@algoodbody.com

DX exchange Dublin

Fax number (01) 649 2649

Reference 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

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 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

☐

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**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## NOTES ON COMPLETION OF FORM CBM1

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

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

Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 and does not include a company registered in Northern Ireland.

**note one** Please tick the relevant box.

**note two** Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at [www.core.ie](http://www.core.ie).

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

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

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### Further information

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New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)

## **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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



**Draft terms of formation of Cross-Border  
Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers)  
Regulations 2008

S249A Companies Act 1990 (Inserted by S107 Company Law  
Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents  
Delivered to Registrar) Regulations 2002



4774338

CRO receipt date stamp

Companies Acts 1963 to 2009

**CBM1**

Company number

4 0 4 4 2 0

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

**Company name**

*in full*

IP Maestrale 5 (Ireland) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*

☐ By acquisition ☐ By formation of a new company ☒ By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

4 0 4 4 2 0

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

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

**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
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.

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 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**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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

☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## NOTES ON COMPLETION OF FORM CBM1

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

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

Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 and does not include a company registered in Northern Ireland.

**note one** Please tick the relevant box.

**note two** Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at [www.core.ie](http://www.core.ie).

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

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

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

### Further Information

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New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

**Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.**

**FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

## **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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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

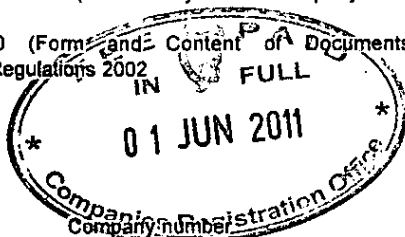
**Draft terms of formation of Cross-Border Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers) Regulations 2008  
S249A Companies Act 1990 (Inserted by s107 Company Law Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



4774334



CRO receipt date stamp

Companies Acts 1963 to 2009

**CBM1**

3 9 9 7 5 9

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

**Company name**

in full

IP Maestrale Engineering (IV-4) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

note one

☐ By acquisition ☐ By formation of a new company ☒ By absorption

**Company details**

note two

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

3 9 9 7 5 9

Legal form and law which governs the company:

Private Limited Company Incorporated under the Irish Companies Acts 1963-2009.

**Certification**

note three

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name in block letters or typescript

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

**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
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

**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 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

☐

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

**Name of Company:**

N/A

N/A

N/A
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[illegible]

N/A



note one

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## 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.cro.ie](http://www.cro.ie).

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

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

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

## Further Information

**CRO address** When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [Info@cro.ie](mailto:Info@cro.ie)

## **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 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 [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.00 pm at the registered office of 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



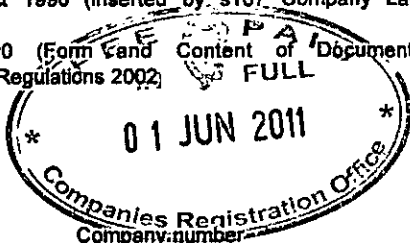
COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



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4774332



CRO receipt date stamp

Companies Acts 1963 to 2009

**CBM1**

4 0 4 4 1 3

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

**Company name**

*in full*

IP Maestrale Holdings (Ireland) Limited

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*

☒ By acquisition ☐ By formation of a new company ☐ By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

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

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

4 0 4 4 1 3

Legal form and law which governs the company:

Private Limited Company incorporated under the Irish Companies Acts 1963-2009.

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

FABRIZIO TORTORA

Date

30 05 2011

**Presenter details**

*note four*

Name

Address

DX number

Telephone number

Email

A&L Goodbody

IFSC, North Wall Quay

Dublin 1

29

(01) 649 2000

law@algoodbody.com

DX exchange Dublin

Fax number (01) 649 2649

Reference 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:

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

**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 Holdings Ireland 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**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

N/A

☐

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

*note one*

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☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## NOTES ON COMPLETION OF FORM CBM1

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

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Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 and does not include a company registered in Northern Ireland.

**note one** Please tick the relevant box.

**note two** Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at [www.core.ie](http://www.core.ie).

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

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

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