

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002011/H/16
CROSS BORDER MERGER GAZETTE
18th April 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 13 April 2011 of a proposed merger between the following companies:

Champion Products Europe Limited (registered in Ireland Company number 320044.) and
Champion Central Europe NV. Reregistered with the Register of Legal Persons, under company number VAT BE 0422.744.509 (RLP Dendemonde).

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

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Champion Products Europe Limited, Unit 4b Block 2, 1st Floor, Blanchardstown Corporate Park, Dublin 15.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Champion Products Europe Limited, Unit 4b Block 2, 1st Floor, Blanchardstown Corporate Park, Dublin 15.

Registrar of Companies



4781787

CRO receipt date stamp
 Companies Acts 1963 to 2006

CBM1

Company number

3	2	0	0	4	4
---	---	---	---	---	---

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

Company name

in full

CHAMPION PRODUCTS EUROPE

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:

Unit 4b Block 2, 1st Floor

Blanchardstown Corporate Park

Dublin 15

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

3	2	0	0	4	4
---	---	---	---	---	---

Legal form and law which governs the company:

Private company limited by shares

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

C. Haggarty

Name *in block letters or typescript*

C. HAGGARTY

Date

8 APRIL 2011

Presenter details

note four

Name

Matheson Ormsby Prentice

Address

70 Sir John Rogerson's Quay

Dublin 2

DX number

2

DX exchange

Dublin

Telephone number

+353 1 232 2000

Fax number

+353 1 232 3333

E-mail

trina.galvin@mop.ie

Reference number

TRG/629014/39

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

Champion Products Europe Limited (the "Company") has only one shareholder - Champion Europe S.p.a.
A shareholder's written resolution will be passed by the Company on or around 20 May 2011 to approve the cross-border merger, pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 (the "Regulations"). Regulation 12 Protection of Minority Shareholders) does not apply as the Company is wholly owned by Champion Europe S.p.a.
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.

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

Champion Products Europe Limited
Unit 4b, Block 2, 1 st Floor, Blanchardstown Corporate Park
Dublin 15

Particulars of the merging companies

Name of Company:

Champion Central Europe NV

The registered office of the company:

Nachtegaalstraat 8/W5,

9240 Zele,

Belgium

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

Limited liability company established under the laws of Belgium

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

The rights and obligations of creditors of Champion Central Europe NV will transfer to the Company pursuant to the Regulations and applicable Belgian laws.

Such creditors will also be allowed the opportunity to review certain documentation relating to the cross-border merger, including the Common Draft Terms, in accordance with applicable Belgian laws.

If the cross-border merger is approved and effected, the shareholder of Champion Central Europe NV will become a shareholder of the Company. The shareholder of the Company will have an opportunity to consider and approve the Common Draft Terms.

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:

Nachtegaalstraat 8/W5,

9240 Zele,

Belgium

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

note one

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

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

Registered with the Register of Legal Persons under company number VAT BE 0422.744.509

(RLP Dendemonde)

**Particulars of the
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:

n/a

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.

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. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, O'Brien Road, Carlow, County Carlow

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 THE COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY EMAIL at info@cro.ie