

CRO

COMPANIES REGISTRATION OFFICE
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Gazette

ISSUE ID: 0002010/H/29
CROSS BORDER MERGER GAZETTE
Registered Between
16-JUL-2010 and 22-JUL-2010

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 25 June 2010 of a proposed merger between the following companies:

Flyridge Limited (registered in Ireland No. 465947) and

Solare Roma S.R.L. (registered with the Legal Entity Registrar of Rome under number 10386941008).

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 Flyridge Limited, 21 Priory Hall, Stillorgan, Co.dublin

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 Flyridge Limited, 21 Priory Hall, Stillorgan, Co.Dublin

Registrar of Companies

CRO GAZETTE, FRIDAY, 23rd July 2010

CROSS BORDER MERGER SUBMISSIONS REGISTERED BETWEEN 16-JUL-10 AND 23-JUL-10							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
465947	Flyridge Limited	CBM1	25/06/2010				

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



CRO receipt date stamp
Companies Acts 1963 to 2009

CBM1

Company number

4 6 5 9 4 7

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

Company name

in full

FLYRIDGE 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:

21 PRIORY HALL, STILLORGAN, CO. DUBLIN

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

4 6 5 9 4 7

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES - COMPANIES ACT 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*

BRYAN GEARY

Date 24 MARCH 2010

Presenter details

note four

Name

LACEY CONSULTING

Address

21 PRIORY HALL, STILLORGAN

CO. DUBLIN

DX number

DX exchange

Telephone number

01-2100440

Fax number

Email

Reference number

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

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

CREDITORS OF FLYRIDGE LIMITED MAY EXERCISE THEIR RIGHTS
UNDER REGULATION 15 OF THE EUROPEAN COMMUNITIES (CROSS-BORDER
MERGERS) REGULATIONS 2008.
FLYRIDGE LIMITED IS A SINGLE MEMBER COMPANY. THERE ARE NO MINORITY
SHAREHOLDERS.
FLYRIDGE LIMITED RESOLVED THE MERGER WITH SOLARE ROMA S.R.L.
BY GENERAL MEETING ON 24TH MARCH 2010.

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:

21 PRIORY HALL, STILLORGAN, CO. DUBLIN

Particulars of other merging companies

Name of Company:

SOLARE ROMA S.R.L.

The registered office of the company:

VIA GIACOMO PERONI N.452, ROMA

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

PRIVATE LIMITED COMPANY - INCORPORATED AND EXISTING UNDER 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*

THE RIGHTS AND OBLIGATIONS OF THE CREDITORS WILL TRANSFER TO FLYRIDGE LIMITED PURSUANT TO THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008 AND ARTICLE 2505 OF THE ITALIAN CIVIL CODE.
SOLARE ROMA S.R.L. RESOLVED THE MERGER WITH FLYRIDGE LIMITED BY GENERAL MEETING ON 24TH MARCH 2010.
FLYRIDGE LIMITED IS THE SOLE SHAREHOLDER OF SOLARE ROMA S.R.L. AND THERE ARE NO MINORITY SHAREHOLDERS.
THE CROSS-BORDER MERGER WILL BE A MERGER BY ABSORPTION OF THE COMPANY INTO FLYRIDGE LIMITED.

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 GIACOMO PERONI N.452, ROMA

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:

PRIVATE COMPANY REGISTERED WITH THE LEGAL ENTITY REGISTER OF ROME UNDER NUMBER 10386941008

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:

N/A