

CRO

COMPANIES REGISTRATION OFFICE
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Gazette

ISSUE ID: 0002010/H/34
CROSS BORDER MERGER GAZETTE
DOCUMENTS RECEIVED BETWEEN
19-AUGUST-2010 AND 24-AUGUST-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 19 August 2010 of a proposed merger between the following companies:

Bank of Scotland (Ireland) limited (registered in Ireland No. 8545) and

Bank of Scotland PLC. (registered with the Register of Companies, Companies House, United Kingdom, under registration number SC 327000).

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 4.30 pm at the registered office of Bank of Scotland (Ireland) Limited, Bank of Scotland House, 124-127 St. Stephen's Green, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.30 pm at the registered office of Bank of Scotland House, 124-127 St. Stephen's Green, Dublin 2.

Registrar of Companies

CRO GAZETTE, WEDNESDAY, 25th August 2010

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 19-AUG-10 AND 24-AUG-10							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
8545	Bank of Scotland (Ireland) Limited	CBM1	19/08/2010				



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



4390640



CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

8 5 4 5

CBM1

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

Company name

in full

Bank of Scotland (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:

Bank of Scotland House

124-127 St. Stephen's Green,

Dublin 2.

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

8 5 4 5

Legal form and law which governs the company:

Private company limited by shares incorporated under the Irish Companies Acts.

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*

M.A. VANCE ALA 77

Date

19-8-10

Presenter details

note four

Name

Arthur Cox

Address

Earsfort Centre, Earsfort Terrace, Dublin 2.

DX number

27

DX exchange Dublin

Telephone number

01 6180000

Fax number 01 6180618

Email

dublin@arthurcox.com

Reference number LL 001/084

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, Bank of Scotland plc ("BOS plc") will be the sole shareholder of Bank of Scotland (Ireland) Limited ("BOSI").
The merger will be a merger by absorption of BOSI into BOS plc. There is therefore no need for member approval of the merger in accordance with regulation 11(1)(a) of the European Communities (Cross-Border Mergers) Regulations 2008 (the "Regulations").
If the merger becomes effective, all rights and obligations of the creditors of BOSI will transfer to BOS plc by operation of law under regulation 19 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:

Bank of Scotland House
124-127 St. Stephen's Green,
Dublin 2.

Particulars of other merging companies

Name of Company:

Bank of Scotland plc.

The registered office of the company:

The Mound
Edinburgh,
EH1 1YZ.

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

Public company limited by shares incorporated under the laws of Scotland.

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

HBOS plc holds the entire beneficial interest in BOS plc. The merger will be a merger by absorption of BOSI into BOS plc. The merger will therefore have no effect on the rights of minority shareholders. BOS plc will convene a general meeting of its members to consider the proposed merger.
If the merger becomes effective, all rights and obligations of the creditors of BOSI will transfer to BOS plc by operation of law under regulation 19 of the Regulations. Creditors of BOS plc will be entitled to exercise their rights under regulation 11 of UK Companies (Cross-Border Mergers) Regulations 2007.

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:

Bank of Scotland plc
The Mound,
Edinburgh, EH1 1YZ.

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:

Register of Companies, Companies House, United Kingdom, under registration number SC327000.

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: