

CRO

COMPANIES REGISTRATION OFFICE
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Gazette

ISSUE ID: 0002010/H/39
CROSS BORDER MERGER GAZETTE
28th September 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 22 September 2010 of a proposed merger between the following companies:

FGA Capital Ireland Public Limited Company (registered in Ireland No. 398711) and

FGA Capital Lux S.A. (registered with the Luxembourg Trade and Companies Register under number B-67835.

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 4.30pm at the registered office of FGA Capital Ireland Public Limited Company, AIB Financial Centre, IFSC, Dublin 1.

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 FGA Capital Ireland Public Limited Company, AIB Financial Centre, IFSC, Dublin 1

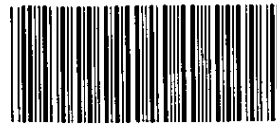
Registrar of Companies

CRO GAZETTE, TUESDAY 28th SEPTEMBER 2010

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 23-SEP-10 AND 01-OCT-10							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
398711	FGA Capital Ireland PLC	CBM1	22/09/10				

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

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CRO receipt date stamp
 Companies Acts 1963 to 2009

CBM1

Company number

3987111

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

Company name

in full

FGA CAPITAL IRELAND PLC

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:

AIB FINANCIAL CENTRE, IFSC, DUBLIN 1

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

3987111

Legal form and law which governs the company:

PUBLIC COMPANY WITH LIMITED LIABILITY INCORPORATED AND GOVERNED BY IRISH LAWS

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

Vincent Dodd

Name *in block letters or typescript*

Vincent Dodd

Date

20/09/2010

Presenter details

note four

Name

Address

DX number

Telephone number

Email

**ARTHUR COX
 EARLSFORT CENTRE
 EARLSFORT TERRACE, DUBLIN 2
 27
 01 6180000
 john.matsen@arthurcox.com**

DX exchange
 Fax number 01 6180510
 Reference number JIM/PI 157/3

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 FGA Capital Ireland plc may exercise their rights under Regulation 15 (Protection of Creditors) of the European Communities (Cross Border Mergers) Regulations 2008

Not earlier than one month from the date on which the notice referred to in Regulation 8(2) of the European Communities (Cross Border Mergers) Regulations 2008 (the "Regulations") is published, the member of FGA Capital Ireland plc will approve the cross border merger. Regulation 12 of the Regulations does not apply as FGA Capital Ireland plc is not a transferor company.

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:

AIB Financial Centre, IFSC, DUBLIN 1

Particulars of other merging companies

Name of Company:

FGA Capital Lux S.A.

The registered office of the company:

13, Rue Aldringen, L-1118 Luxembourg

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

public company with limited liability and governed by the laws of Luxembourg.

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

The Rights of creditors of FGA Capital Lux S.A will transfer to FGA Capital Ireland plc pursuant to the European Communities (Cross Border) Mergers Regulations 2008 and the Luxembourg Law of 10 August 1915 on commercial companies as amended

FGA Capital Lux S.A has only one shareholder

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:

13, Rue Aldringen, L-1118 Luxembourg

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:

Registered with the Luxembourg Trade and Companies Registry under number B-67835 (Registre de Commerce et des Sociétés)