



# Gazette

**ISSUE ID:0002014 /H/27**  
CROSS BORDER MERGER GAZETTE  
2nd July 2014

### **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 27 June 2014 of a proposed merger between the following companies:

Black Draught Investments Public Limited Company (registered in Ireland Company number 325762) and

Silver Island S.á.r.l (Silver Island)

Registered with the Luxembourg Register of Commerce and Companies under registration number number B 185.265

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 on business days between the hours of 10.00am and 4.30 pm at the registered office of Black Draught Investment Public Limited Company, Charlemont Place, Dublin 2, Ireland

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 4.30 pm at the registered office of Black Draught Investments Public Limited Company, Charlemont Place, Dublin 2, Ireland.

Registrar of Companies

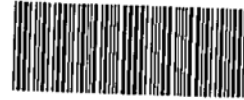
**Draft terms of formation of Cross-Border  
Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers)  
Regulations 2008  
S249A Companies Act 1990 (inserted by s107 Company Law  
Enforcement Act 2001)  
Companies Act 1990 (Form and Content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

**CRO**

AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ  
COMPANIES REGISTRATION OFFICE



8153209



CRO receipt date stamp

Companies Acts 1963 to 2013

**CBM1**

Company number

3 2 5 7 6 2

**Company name**

*in full*

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

Black Draught Investments public limited company

☒ 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:

Charlemont Place

Dublin 2

Ireland

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

3 2 5 7 6 2

Legal form and law which governs the company:

Public company limited by shares

The Companies Acts 1963-2013 (as amended)

**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*

BRIAN MAUGHAN

Date

27/06/2014

**Presenter details**

*note four*

Name

Address

DX number

Telephone number

Email

Matheson

70 Sir John Rogerson's Quay

Dublin 2

2

DX exchange Dublin

+353 1 232 2000

Fax number +353 1 232 3333

rachel.kevans@matheson.com

Reference number TS/RKEV/8083/40

**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:

Black Draught Investments plc (the "Company") has seven members - Black Liquid Investments (Ireland) Limited, Gosmore Investments, Green I BV, Green II BV, Green III BV, Green IV BV and Green V BV.
It is proposed that a shareholders' written resolution will be passed by the Company on or around 1 August 2014 to approve the cross border merger, pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 (the "Regulations").
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.
The shareholders and creditors of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the Common Draft Terms, in accordance with the Regulations and the Law of 10 August 1915 on Commercial Companies of Luxembourg (the "Lux 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:

Charlemont Place
Dublin 2
Ireland

**Particulars of other  
merging companies**

Name of Company:

Silver Island S.à.r.l ("Silver Island")

The registered office of the company:

595, rue de Neudorf, L-2220, Luxembourg

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

Limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand  
Duchy of Luxembourg

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

Silver Island S.à.r.l has only one (sole) shareholder - Amfco S.à.r.l. There are no minority shareholders.

The shareholder of Silver Island will have an opportunity to consider and approve the Common Draft Terms.

It is proposed that a shareholder's written resolution will be passed by Silver Island on or around 1 August 2014  
to approve the cross-border merger pursuant to the Regulations and the Lux Regulations.

The rights and obligations of Silver Island will transfer to the Company pursuant to the Regulations  
and the Lux Regulations.

Creditors of Silver Island may exercise their rights under article 268 of the Lux Regulations.

The shareholders and creditors of the merging companies shall be permitted to inspect at the registered  
office of the merging companies the relevant merger documents including the Common Draft Terms,  
in accordance with the Regulations and the Lux 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:

595, rue de Neudorf, L-2220

Luxembourg

☐

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:

Luxembourg Register of Commerce and Companies

Registration Number B 185.265

**Particulars of other  
merging companies**

Name of Company:

Not applicable

The registered office of the company:

Not applicable

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

Not applicable

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

Not applicable

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:

Not applicable

☐

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 1963-2013 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)