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COMPANIES REGISTRATION OFFICE
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Gazette

ISSUE ID: 0002010/H/26
CROSS BORDER MERGER GAZETTE
SUBMISSIONS RECEIVED BETWEEN
23 JUN 2010 AND 29 JUN 2010

CRO GAZETTE, WEDNESDAY, 30th June 2010

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 23-JUN-10 AND 29-JUN-10							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
378788	Janssen –Cilag Investments Limited	CBM1	23/6/2010				
378789	Ethicon Investments Limited	CBM1	23/6/2010				

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

Janssen – Cilag Investments Limited company (registered in Ireland No. 378788) and

Janssen –Cilag SPA- registered with the Business Register of Milan, under registration number 00962280590 (REA: MI-1454254) .

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

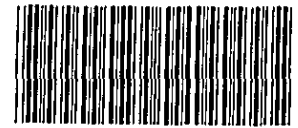
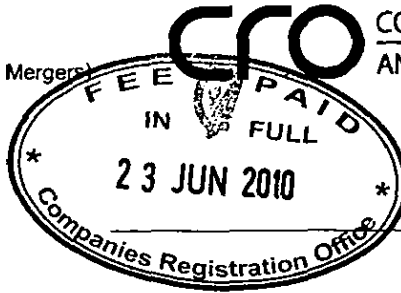
The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at www.cro.ie

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 Janssen-Cilag Investments Limited, 70 Sir John Rogersons Quay, Dublin 2.

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 Janssen -Cilag, Investments, 70 Sir John Rogersons Quay, Dublin 2..

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



4484658

CRO receipt date stamp
 Companies Acts 1963 to 2006

CBM1

Company number

3 7 8 7 8 8

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

Company name

in full

Janssen-Cilag Investments

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:

70 Sir John Rogerson's Quay

Dublin 2, Ireland

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

3 7 8 7 8 8

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*

B. MOHALLY

Date

21 June 2010

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/654843/21

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

Regulation 12 of the European Communities (Cross-Border Merger) Regulations 2008 (the "Regulations")
does not apply as the Company is a wholly owned subsidiary of Janssen-Cilag SpA. There are no
minority shareholders in the Company:
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.
The rights and obligations of the Company will transfer to Janssen-Cilag SpA pursuant to the Regulations
and Article 4 of Decreto Legislativo Statute No. 108/2008 and those following in the Italian Civil Code relating
to cross-border mergers (the "Italian Laws").

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:

Janssen-Cilag SpA
Registered Office: via Michelangelo Buonarroti 23,
20093 Cologno Monzese, Milan, Italy

Particulars of other merging companies

Name of Company:

Janssen-Cilag SpA

The registered office of the company:

Via Michelangelo Buonarroti 23,
20093 Cologno Monzese, Milan, Italy

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

Societa per azioni (stock company) governed under the laws of the Italian Civil Code

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

Janssen-Cilag SpA has two shareholders, Janssen Pharmaceutica N.V and Johnson & Johnson Medical Holding s.p.a. A special resolution of the shareholders will be passed on or around 26 July 2010 to approve the cross-border merger pursuant to the Italian laws.

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:

Janssen-Cilag SpA
Via Michelangelo Buonarroti 23,
20093 Cologno Monzese, Milan, Italy

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:

Business Registrar of Milan, registration number: 00962280590 (REA: MI-1454254)

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

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

Ethicon Investments Limited (registered in Ireland No. 378789) and

Johnson & Johnson Medical Holdings SPA -registered with the Business Register of Rome under registration number 00421430588 (REA :RM-314902)

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

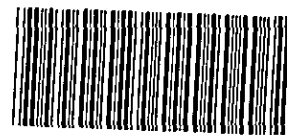
The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Ethicon Investments limited, 70 Sir John Rogerson's Quay, Dublin 2, Ireland.

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 Ethicon Investment Limited, 70 Sir John Rogerson's Quay, Dublin 2, Ireland

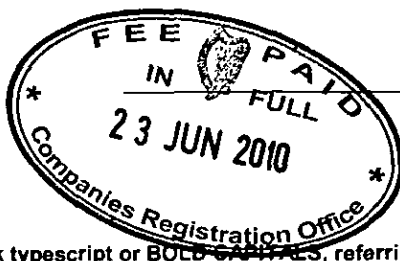
Registrar of Companies

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

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CRO receipt date stamp
 Companies Acts 1963 to 2006

CBM1

Company number

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

Company name
in full

Ethicon Investments
 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:

70 Sir John Rogerson's Quay
 Dublin 2, Ireland

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

3	7	8	7	8	9
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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*
B. MOHALLY

Date **21 June 2010**

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/654843/21

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

Regulation 12 of the European Communities (Cross-Border Merger) Regulations 2008 (the "Regulations") does not apply as the Company is a wholly owned subsidiary of Johnson & Johnson Medical Holding s.p.a.
There are no minority shareholders in the Company.
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.
The rights and obligations of the Company will transfer to Johnson & Johnson Medical Holding s.p.a pursuant to the Regulations and Article 4 of Decreto Legislativo Statute No. 108/2008 and those following in the Italian Civil Code relating to cross-border mergers (the "Italian Laws").

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:

Johnson & Johnson Medical Holding s.p.a
Registered Office: via del Mare 56, 00040 Pratica di Mare
Pomezia, Rome, Italy

Particulars of other merging companies

Name of Company:

Johnson & Johnson Medical Holding s.p.a

The registered office of the company:

Via del Mare 56, 00040 Practica di Mare

Pomezia, Rome, Italy

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

Societa per azioni (stock company) governed under the laws of the Italian Civil Code

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

Johnson & Johnson Medical Holding s.p.a has only one shareholder, Johnson & Johnson.

A special resolution of the shareholder will be passed on or around 26 July 2010 to approve the cross-border merger pursuant to the Italian laws.

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:

Johnson & Johnson Medical Holding s.p.a

Via del Mare 56, 00040 Practica di Mare,

Pomezia, Rome, Italy

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:

Business Registrar of Rome, registration number: 00421430588 (REA: RM-314902)

