

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID:0002012/H/46**  
**CROSS BORDER MERGER GAZETTE**  
16th November 2012

## **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 13 November 2012 of a proposed merger between the following companies:

Cushman & Wakefield Ireland Limited (registered in Ireland Company number 443760) and

Cushman & Wakefield Luxembourg Holdings S.a.r.l Registered with the Luxembourg Trade and Companies Register, Section B under number B 162.686

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 between the hours of 10.00am and 4.30 pm at the registered office of Cushman & Wakefield Ireland Limited, 70 Sir John Rogersons Quay, Dublin 2, Ireland

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 Cushman & Wakefield Ireland Limited, 70 Sir John Rogerson's Quay, Dublin 2, Ireland

Registrar of Companies

## CRO GAZETTE, FRIDAY, 16th November 2012

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 09-NOV-12 AND 15-NOV-12							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
443760	Cushman & Wakefield Ireland Limited	CBM1	13/11/2012				

**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** COMPANIES ACT



5421997

CRO receipt date stamp  
 Companies Acts 1963 to 2006

**CBM1**

Company number

4 4 3 7 6 0

**Company name**

*in full*

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

CUSHMAN & WAKEFIELD IRELAND

Limited

**Type of merger**

*note one*

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.

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:

4 4 3 7 6 0

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES

COMPANIES ACT 1963-2012



**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

*[Handwritten Signature]*

Name *in block letters or typescript*

GEORGE BOXER

Date

13/11/12

**Presenter details**

*note four*

Name

Matheson

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

matheson@matheson.com

Reference number

PE/ 656829.3

**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

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 Cushman & Wakefield Luxembourg Holdings S.à r.l.
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 Cushman & Wakefield Luxembourg Holdings S.à r.l. pursuant to the Regulations and, in Luxembourg, to the law of 10 August 1915 on commercial companies, as amended (notably, by a law of 3 August 2011) (the "Luxembourg law")

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:

Cushman & Wakefield Luxembourg Holdings S.à r.l.
Registered office: 2 Route d'Arlon, L-8008 Strassen, Grand-Duchy of Luxembourg

**Particulars of other merging companies**

Name of Company:

Cushman & Wakefield Luxembourg Holdings S.à r.l.

The registered office of the company:

2 Route d'Arlon  
L-8008 Strassen  
Grand-Duchy of Luxembourg

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

Limited liability company ("societe a responsabilite limitee") incorporated under 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*

Cushman & Wakefield Luxembourg Holdings S.à r.l. only has one shareholder, Cushman & Wakefield Industrial Dutch Holdings B.V.  
A special resolution of the shareholder will be passed on or around **13 December 2012** to approve the cross-border merger pursuant to the Luxembourg law.

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:

Cushman & Wakefield Luxembourg Holdings S.à r.l.  
2 Route d'Arlon, L-8008 Strassen  
Grand-Duchy of 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 Trade and Companies Register, section B under number B 162.686

**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

## 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 2<sup>nd</sup> May 1992, as adjusted by the Protocol signed at Brussels on the 17<sup>th</sup> March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 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.core.ie](http://www.core.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. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, O'Brien Road, Carlow, County Carlow

### **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 THE COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY EMAIL at [info@cro.ie](mailto:info@cro.ie)**