

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002009/H/44
CROSS-BORDER MERGER SUBMISSIONS
RECEIVED BETWEEN
20-OCT-2009 AND 27-OCT-2009

THE HIGH COURT
COMMERCIAL
Record No. 2009/667COS
IN THE MATTER OF JHCBM PUBLIC LIMITED COMPANY AND
JAMES HARDIE INDUSTRIES N.V.

AND IN THE MATTER OF THE COMPANIES ACTS, 1963 TO 2009

**AND IN THE MATTER OF A PROPOSED FORMATION OF A SOCIETAS EUROPAEA BY
MERGER PURSUANT TO ARTICLE 2.1 OF COUNCIL REGULATION (EC) NO. 2157/2001**

It is proposed that a Societas Europaea, a European public limited company, is formed pursuant to Article 2.1 and 17.2(a) of Council Regulation (EC) No. 2157/2001 (the “**Regulation**”), through merger by acquisition of JHCBM public limited company (the “**Company**”) by James Hardie Industries N.V.

James Hardie Industries N.V. is a public limited-liability company incorporated in The Netherlands with registered address at Atrium 8th Floor, Strawinskylaan 3077, 1077ZX Amsterdam, The Netherlands with registered number 34106455.

The Company is incorporated in Ireland with registered office at Arthur Cox Building, Earlsfort Terrace, Dublin 2 and registered in the Companies Registration Office under registered number 471542.

In accordance with the requirements of the Regulation the Company presented a Petition in the Central Office of the High Court on 27 October 2009, requesting the High Court to issue a certificate attesting to the completion of the Irish pre-merger acts and formalities as required by the Regulation. In compliance with an Order of the High Court dated 22 October 2009, the Company HEREBY GIVES NOTICE of a Court Hearing that will take place in the Commercial List of the High Court, Four Courts, Dublin 7 on 5 day of November 2009 at 11 o'clock in the morning in relation to the Petition.

If a certificate attesting to the completion of the Irish pre-merger acts and formalities is issued by the High Court on 5 November, 2009 then, subject to the fulfilment of any further pre-merger requirements under Dutch law, under Article 29 of the Regulation the following consequences shall occur ipso jure and simultaneously:

- (a) all the assets and liabilities of the Company will be transferred to James Hardie Industries N.V.;
- (b) the shareholders of the Company will become shareholders of James Hardie Industries N.V.;
- (c) the Company will cease to exist; and
- (d) James Hardie Industries N.V. will adopt the form of an SE registered in The Netherlands.

Dated: 27 October 2009

Signed: ARTHUR COX
Solicitors for the Company
Earlsfort Terrace,
Dublin 2,
Ireland.

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 20 October 2009 of a proposed merger between the following companies:

Loctite (Overseas) limited (registered in Ireland No. 42718) and

Loctite International BV (registered with the Dutch Trade Register under number 33190357).

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 4.00 pm at the registered office of Loctite (Overseas) limited, 70 Sir John Rogerson's Quay, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.00 pm at the registered office of Loctite (Overseas) Limited, 70 Sir John Rogerson's Quay, Dublin 2.

Registrar of Companies

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 21 October 2009 of a proposed merger between the following companies:

Citibank Holdings Ireland limited (registered in Ireland No. 377488) and

Citi akciová společnost (registered with the Commercial Register maintained by the Municipal Court in Prague, Section B, file 786, under identification number 161 90 891).

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 4.00 pm at the registered office of Citibank Holdings Ireland Limited, 1 North Wall, Dublin 1

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.00 pm at the registered office of Citibank Holdings Ireland Limited, Dublin 1.

Registrar of Companies

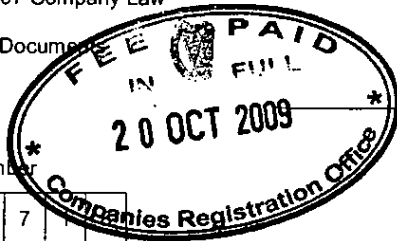
CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 20-OCT-09 AND 27-OCT-09							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
42718	Loctite (Overseas) Limited	CBM1	20/10/2009				
377488	Citibank Holdings Ireland Limited	CBM1	21/10/2009				

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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imp
2006



CBM1

Company number

0	4	2	7	1	8
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Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name
in full

Loctite (Overseas) 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

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

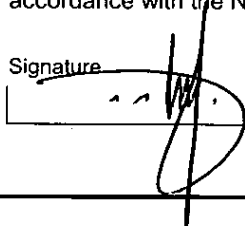
0 4 2 7 1 8

Legal form and law which governs the company:

Private company limited by shares
 Companies Acts 1963-2006

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*
 E.D. LIJBERT

Date
 8/6/2009

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	john.mcredmond@mop.ie	Reference number	JMR/644526/2

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

Loctite (Overseas) Limited (the "Company") has only one shareholder - Henkel Corporation. A shareholder's written resolution will be passed by the Company on or around 2 July 2009 to approve the cross-border merger, pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 (the "Regulations"). There are no minority members.
Creditors of the Company may exercise their rights under Regulation 15 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:

Brugwal 11, 3432 NZ Nieuwegein, Netherlands
Attn: Mr Robert UytdeWillegen

Particulars of the merging companies

Name of Company:

Loctite International BV

The registered office of the company:

Koningslaan 42, 1075 AE Amsterdam, Netherlands

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

Limited liability company (Besloten Vennootschap)
Dutch Civil Code]

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

Regulation 12 of the Regulations (Protection of Minority Shareholders) does not apply as Loctite International BV is a wholly owned subsidiary of the Company. There are no minority shareholders.
The rights and obligations of Loctite International BV will transfer to the Company pursuant to the Regulations and the Dutch Civil Code.

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:

Brugwal 11, 3432 NZ Nieuwegein, Netherlands
Attn: Mr Dirk-André Hass

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:

Dutch Trade Register, registration number 33190357

Particulars of the 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 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 1963-2006 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.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. 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 relodged 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 OR BY EMAIL at info@cro.ie

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



3906234

CRO receipt date stamp
 Companies Acts 1963 to 2006

CBM1

Company number

3	7	7	4	8	8
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Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name
in full

CITIBANK HOLDINGS IRELAND	Limited
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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:

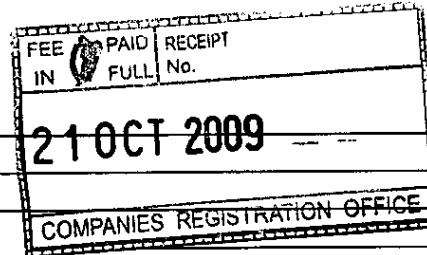
1 North Wall Quay
Dublin 1

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

3	7	7	4	8	8
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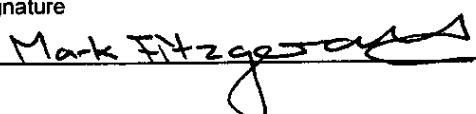
Legal form and law which governs the company:

Private Limited Company
Companies Acts 1963 - 2006



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*
MARK FITZGERALD
 Date **16th OCTOBER 2009**

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	john.mcredmond@mop.ie	Reference number	JMR/424/121

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

The sole shareholder of Citibank Holdings Ireland Limited will be asked to approve the common draft terms by written resolution not earlier than one month after the publication of the common draft terms pursuant to regulation 10(1) of the European Communities (Cross-Border Mergers) Regulations 2008 (the "Regulations").
Regulation 12 (Purchase of Minority Shares) does not apply, as Citibank Holdings Ireland Limited is not a transferor company.
Creditors of Citibank Holdings Ireland Limited may exercise their rights under regulation 15 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:

Citibank Holdings Ireland Limited, 1 North Wall Quay, Dublin 1
Attn: Ms Deirdre Pepper

Particulars of other merging companies

Name of Company:

Citi akciová společnost

The registered office of the company:

Evropská 423/178, Praha 6, Vokovice, Postal Code 166 40, Czech Republic

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

Joint stock company (in Czech: akciová společnost)
Governed by the laws of the Czech Republic

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

Citi a.s. has only one sole shareholder, which is Citibank Overseas Investment Corporation. There are no minority shareholders.
Citi a.s. has only one creditor and it may exercise its rights under regulation 15 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:

Citi a.s., Evropská 423/178, Praha 6, Vokovice, Postal Code 166 40, Czech Republic
Attn: Mr Miroslav Basta

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:

Commercial Register maintained by the Municipal Court in Prague, Section B, File 786,
Identification No. 161 90 891

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

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note one

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n/a

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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 1963-2006 and does not include a company registered in Northern Ireland.

note one Please tick the relevant box.

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