

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002009/H/10
CROSS-BORDER MERGER SUBMISSIONS
RECEIVED BETWEEN
20-Feb-2009 and 4-Mar-2009

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 25 February 2009 of a proposed merger between the following companies:

Thrombogenics Limited company (registered in Ireland no. 298022) and

Thrombogenics N.V. Company Limited (registered in the commercial court, Leuven, Belgium, under enterprise number 08881.620.924).

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 Thrombogenics Limited at Arthur Cox Building, Earlsfort Terrace, Dublin 2

The Director's Report is available for inspection by members and employees' representatives between the hours of 10.00am and 4.30pm at the registered office of Thrombogenics Limited at Arthur Cox Building, Earlsfort Terrace, Dublin 2.

Registrar of Companies

CRO GAZETTE, WEDNESDAY, 4th March 2009

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 20-FEB-09 AND 4-MAR-09							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
298022	Thrombogenics Limited	CBM1	25/2/2009				

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



3513106

CRO receipt date stamp
Companies Acts 1963 to 2006

CBM1

Company number

2 9 8 0 2 2

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

Company name
In full

Thrombogenics 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:

Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2

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

2 9 8 0 2 2

Legal form and law which governs the company:

Private Limited Company
Companies Acts 1963 - 2006

C.R.O.
25 FEB 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

Ronan G. O'Regan

Name *in block letters or typescript*

RONAN G. O'REGAN

Date

25/02/2009

Presenter details
note four

Name
Address

Arthur Cox
Earlsfort Centre, Earlsfort Terrace, Dublin 2

DX number
Telephone number
Email

	DX exchange
01 618 0000	Fax number 01 616 3980
	Reference number RH/RFS

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:

There are no minority shareholders in Thrombogenics Limited. Thrombogenics N.V. is the Company's sole member.
The merger will be a merger by absorption of Thrombogenics Limited into Thrombogenics N.V.. There is therefore no need for member approval of the merger in accordance with Regulation 11(1)(a) of the EC (Cross Border Merger) Regulations 2008.
If the Merger becomes effective, all rights and obligations of the creditors of Thrombogenics Limited will transfer to Thrombogenics N.V. by operation of law under Regulation 19 of the EC (Cross Border Merger) Regulations 2008.

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:

Arthur Cox, Earlsfort Centre, Earlsfort Terrace,
Dublin 2

Particulars of other merging companies

Name of Company:

Thrombogenics N.V.

The registered office of the company:

Registered in Commercial Court of Leuven, Belgium,
under Enterprise No. 0881.620.924 with a registered
office at Gaston Geenslaan 1, B-3001, Leuven, Belgium.

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

A public limited company incorporated and existing
under the laws of Belgium.

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

The rights and obligations of creditors of Thrombogenics
Limited will transfer to Thrombogenics N.V. pursuant to
the EC (Cross Border Merger) Regulations 2008.
Thrombogenics Limited has only one shareholder which is
Thrombogenics N.V. .

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:

Gaston Geenslaan 1, B-3001 Leuven (Heverlee) Belgium

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

note one

N	/	A		
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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:

Kept in the register of the Commercial Court of
Leuven, Belgium under Enterprise Number 0881.620.
924

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.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 COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY E-MAIL info@cro.ie