

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# ***Gazette***

**ISSUE ID: 0002009/H/34**  
**CROSS-BORDER MERGER SUBMISSIONS**  
**RECEIVED BETWEEN**  
**13-AUG-2009 AND 20-AUG-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 13 August 2009 of a proposed merger between the following companies:

European I.T. Storage Limited (registered in Ireland Company No. 387173) and

Eurostor GmbH (registered in the Commercial Registrar Stuttgart, Germany under registration number 729646).

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 4.30pm at the registered office of European I.T. Storage Limited, 46 Fitzwilliam Square, Dublin 2

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 European I.T. Storage Limited, 46 Fitzwilliam Square, Dublin 2.

Registrar of Companies

CRO GAZETTE, FRIDAY, 21<sup>st</sup> August 2009

| CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 13-AUG-09 AND 20-AUG-09 |                             |          |                 |                |              |          |                 |
|--|-----------------------------|----------|-----------------|----------------|--------------|----------|-----------------|
| Company Number   | Company Name                | Document | Date of Receipt | Company Number | Company Name | Document | Date of Receipt |
| 387173   | European IT Storage Limited | CBM1     | 13/08/2009      |                |              |          |                 |

**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



**3854941**

CRO receipt date stamp  
 Companies Acts 1963 to 2009

Company number

3 8 7 1 7 3

**CBM1**

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

EUROPEAN I.T. STORAGE LIMITED

Company name  
*in full*

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:

46 FITZWILLIAM SQUARE  
 DUBLIN 2

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

3 8 7 1 7 3

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES GOVERNED BY IRISH LAW

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*

RALF LISSER

Date 11.01.09

Presenter details  
*note four*

Name  
 Address

CLERKIN LYNCH SOLICITORS  
 29 KILDARE STREET  
 DUBLIN 2

DX number  
 Telephone number  
 Email

|                       |                       |
|-----------------------|-----------------------|
| 01 6114400            | DX exchange           |
| info@clerkinlynch.com | Fax number 01 6114500 |
|                       | Reference number NPC  |

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 of European I.T Storage Limited (the "Company").   |
| The sole member of the Company will pass a resolution approving the proposed merger.  |
| If the proposed merger becomes effective, all assets and liabilities of the Company will transfer to EUROstor GmbH by operation of law pursuant to the European Communities (Cross border Merger) Regulations 2008 (the "Regulations") and Secs. 122a et seq UmwG ["Umwandlungsgesetz" German law of Reorganisations] (the "Code"). |
| No creditor of the Company will be adversely affected by the proposed merger.   |
| Any unresolved written representations received from creditors by the Company at the address below before 5 p.m on 15 September 2009 will be brought to the attention of the High Court.  |
|   |
|   |
|   |

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:

|                               |
|-------------------------------|
| European I.T. Storage Limited |
| 46 Fitzwilliam Square         |
| Dublin 2                      |

**Particulars of other merging companies**

Name of Company:

|  |
|--|
| EUROstar GmbH (the "Transferee Company") |
|  |
|  |

The registered office of the company:

|                    |
|--------------------|
| HORNBERGSTRASSE 39 |
| FILDERSTADT 70949  |
| GERMANY            |

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

|  |
|--|
| LIMITED LIABILITY COMPANY GOVERNED BY GERMAN LAW |
|  |

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

|   |
|---|
| There are no minority shareholders of the Transferee Company. The sole member of the Transferee Company will pass a resolution approving the proposed merger. If the proposed merger becomes effective all assets and liabilities of the Company will transfer to the Transferee Company by operation of law pursuant to the Regulations and the Code.  |
| Pursuant to Sec. 122a (2) and Sec. 22 of the Code, the creditors of the Transferee Company may be provided with collateral if they register their claim in writing in principal and in amount within 6 months from the date on which the filing of the proposed Merger in the register of the Registered Office of the Transferee Company in accordance with Sec. 125a(2) and Sec. 19(3) of the Code. |
| This right is subject to the provision of proof by the creditors that payment of their receivables is jeopardized by the Merger.  |
|   |
|   |
|   |

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:

|                                      |
|--------------------------------------|
| EUROstar GmbH                        |
| HORNBERGSTRASSE 39 FILDERSTADT 70949 |
| GERMANY                              |

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:

|                     |
|---------------------|
| Commercial Register |
| Stuttgart, Germany  |
| Reg. No. 729646     |



## 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](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. 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 relodged 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)