

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002009/H/42
CROSS-BORDER MERGER SUBMISSIONS
RECEIVED BETWEEN
9-OCT-2009 AND 15-OCT 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 9 October 2009 of a proposed merger between the following companies:

Northumbria Limited (registered in Ireland No. 312894) and

Egger Holzwerkstoffe GMBH (registered in the Company Register of the Provincial Court Innsbruck as Commercial Court, Austria under registration number FN 74729 x)

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 Northumbria Limited, 4th Floor, 25-28 Adelaide Road, Dublin 2

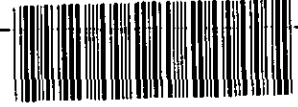
The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.30 pm at the registered office of Northumbria Limited, 4th Floor, 25-28, Adelaide Road, Dublin 1.

Registrar of Companies

CRO GAZETTE, FRIDAY, 16th October 2009

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 09-OCT-09 AND 15-OCT-09							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
312894	Northumbria Limited	CBM1	09/10/09				

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



3905099



CRO receipt date stamp
Companies Acts 1963 to 2009

CBM1

Company number

3 1 2 8 9 4

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

Company name

in full

Northumbria 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:

4th Floor, 25-28 Adelaide Road, Dublin 2

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

3 1 2 8 9 4

Legal form and law which governs the company:

Private company limited by shares governed by the laws of Ireland.

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*

Dr. Thomas LEISSING

Date

06.10.2009

Presenter details

note four

Name

Emily Comber

Address

William Fry, Fitzwilton House, Wilton Place, Dublin 2

DX number

DX exchange

Telephone number

01-6395000

Fax number 01-6395333

Email

Reference number 020342.0001

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 (Protection of Minority Shareholders) of the European Communities (Cross Border Merger) Regulations 2008 (the "Regulations") does not apply as the Company is a 100% subsidiary of Egger Holzwerkstoffe GmbH, a limited liability company subject to the laws of Austria. Regulation 10 does not apply as the Company is a transferor company in a merger by absorption and is thus exempt from the requirement to obtain shareholder approval of the common terms under Regulation 11(1)(a). If the merger becomes effective, all rights and obligations of the creditors of the Company will transfer to Egger Holzwerkstoffe GmbH by operation of law pursuant to the Regulations and in accordance with the Austrian law of universal succession. Creditors of the Company are permitted under Austrian law, within a period of six months from the date of this advertisement to demand that security is granted to them by Egger Hozwerkstoffe GmbH, if Egger Hozwerkstoffe GmbH cannot pay amounts due to and demanded by those creditors. However, this right is available to creditors of the Company only where they can establish that their position as creditors has been unfairly prejudiced by the merger. To the extent that any creditor wishes to make such a claim, notice in writing must be given to Egger Holzwerkstoffe GmbH at its registered office.

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:

Northumbria Limited, 4th Floor, 25-28 Adelaide Road, Dublin 2

Particulars of other merging companies

Name of Company:

Egger Holzwerkstoffe GmbH

The registered office of the company:

registered with FN 74729 x at the Company Register of the Provincial Court Innsbruck as Commercial Court, Austria, with its registered office at St. Johann in Tirol, Austria

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

a limited liability company ("Gesellschaft mit beschränkter Haftung" (GmbH)) existing under Austrian law
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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 the creditors of the Company will transfer to Egger Holzwerkstoffe GmbH by operation of law pursuant to the Regulations and in accordance with the Austrian law of universal succession. The Company's sole shareholder is Egger Holzwerkstoffe GmbH. Egger Holzwerkstoffe GmbH's shareholders are Beteiligung "FM Deutschland" - Privatstiftung and Beteiligung "FM England" - Privatstiftung.

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:

Egger Holzwerkstoffe GmbH, St Johann in Tirol, Austria

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

note one n / a [] [] [] [] []

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:

Company Register of the Provincial Court Innsbruck as Commercial Court, Austria registered with company number FN 7472

**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

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:

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. 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 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

**Notice of Delivery of Common Draft Terms in the matter of the European Communities
(Cross-Border Mergers) Regulations-2008-Northumbria Limited**

Egger Holzwerkstoffe GmbH intends to effect a cross-border merger by absorption (the "Merger") of Northumbria Limited (the "Company") pursuant to the European Communities (Cross-Border Merger) Regulations 2008 (the "Regulations"). As a result of the Merger, the assets and liabilities of the Company shall pass to Egger Holzwerkstoffe GmbH and the Company shall be removed from the Register of Companies in Ireland and dissolved without going into liquidation. Egger Holzwerkstoffe GmbH is a limited liability company (Gesellschaft mit beschränkter Haftung) incorporated and existing under the laws of Austria registered in the Company Register of the Provincial Court Innsbruck as Commercial Court, Austria with registration number FN 74729 x and with the registered office at St. Johann in Tirol, Austria. The Company is a private limited company incorporated in Ireland under the Companies Acts 1963 to 2006 registered in the Irish Companies Registration Office with registration number 312894 and having its registered-office at 4th Floor, 25 -28 Adelaide Road, Dublin 2. Following the registration of the merger of Egger Ireland Limited having its registered office and business address at 4th Floor, 25-28 Adelaide Road, Dublin 2, Ireland, registered at the Companies Registration Office, Dublin, with registration number 310105 as transferring company with Egger Holzwerkstoffe GmbH, having its registered office at St. Johann in Tirol, Austria, and business address 6380 St. Johann in Tirol, Austria, registered with FN 74729 x at the Company Register of the Provincial Court Innsbruck as Commercial Court, Austria, as acquiring company, at the Company Register of the Provincial Court Innsbruck as Commercial Court, Austria, the Company shall be a wholly owned subsidiary of Egger Holzwerkstoffe GmbH. In accordance with the provisions of the Regulations, the Company delivered common draft terms to the Registrar of Companies pursuant to Regulation 8 of the Regulations together with a Schedule 3 Notice on 9 October 2009. Copies of the common draft terms and directors' explanatory report are available for inspection at 25 - 28 Adelaide Road, Dublin 2. A copy of the common draft terms may also be obtained from the Registrar of Companies.
