

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 0002010/H/21**  
**CROSS BORDER MERGER GAZETTE**  
From 21-MAY-2010 to 26-MAY-2010

## **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 24 May 2010 of a proposed merger between the following companies:

Ingersoll – Rand International Limited (registered in Ireland No. 349511) and

Thermo King Belgium NV (registered with the Legal Entity Register of Brussels under registration number 0405.003.110 )

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 Ingersoll- Rand International Limited, 170/175 Lakeview Drive, Airside Business Park, Swords, County Dublin .

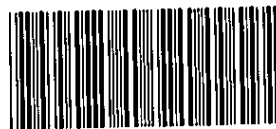
The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.30 pm at the registered office of Ingersoll-Rand International Limited, 170/175 Lakeview Drive, Airside Business Park, Swords, County Dublin

Registrar of Companies

## CRO GAZETTE, WEDNESDAY 26th MAY 2010

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 21ST-MAY-10 AND 26TH-MAY-10							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
349511	Ingersoll-Rand International Limited	CBM1	24/05/2010				

**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



**4367694**

CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

3 4 9 5 1 1

**CBM1**

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

Company name

*in full*

INGERSOLL-RAND INTERNATIONAL 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:

170 / 175 LAKEVIEW DRIVE  
AIRSIDE BUSINESS PARK  
SWORDS, COUNTY DUBLIN

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

3 4 9 5 1 1

Legal form and law which governs the company:

LIMITED LIABILITY COMPANY  
COMPANIES ACTS, 1963 - 1999

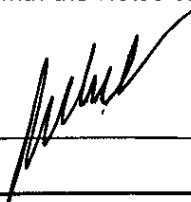


Certification

*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*

ANDREW SANDERS

Date

24 MAY 2010

Presenter details

*note four*

Name

ARTHUR COX

Address

EARLSFORT CENTRE  
EARLSFORT TERRACE

DX number

27

DX exchange DUBLIN

Telephone number

01 618 0000

Fax number 01 618 0618

Email

Reference number CDK / LAK

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:

CREDITORS OF INGERSOLL-RAND INTERNATIONAL LIMITED MAY
EXERCISE THEIR RIGHTS UNDER REGULATION 15 OF THE EUROPEAN
COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008.
INGERSOLL-RAND INTERNATIONAL LIMITED IS A SINGLE MEMBER
COMPANY. THERE ARE NO MINORITY SHAREHOLDERS.

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:

170 / 175 LAKEVIEW DRIVE
AIRSIDE RETAIL PARK, SWORDS, COUNTY DUBLIN
ATTENTION: ANDREW SANDERS

**Particulars of other merging companies**

Name of Company:

THERMO KING BELGIUM NV

The registered office of the company:

LENNEKE MARELAAN 6
1932 SINT-STEVEN'S - WOLUWE
BELGIUM

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

PUBLIC LIMITED LIABILITY COMPANY (NAAMLOZE VENNOOTSCHAP / SOCIETE ANONYME)
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 WILL TRANSFER TO
INGERSOLL-RAND INTERNATIONAL LIMITED PURSUANT TO THE
EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS
2008 AND ARTICLE 772 OF THE BELGIAN COMPANY CODE.
INGERSOLL- RAND INTERNATIONAL LIMITED IS THE SOLE SHAREHOLDER
OF THERMO KING BELGIUM NV. THERE ARE NO MINORITY SHAREHOLDERS.

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:

LENNEKE MARELAAN 6
1932 SINT-STEVEN'S WOLUWE, BELGIUM
ATTENTION: OLIVIER CAREMANS

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:

PUBLIC LIMITED LIABILITY COMPANY REGISTERED WITH THE LEGAL ENTITY
REGISTER OF BRUSSELS UNDER NUMBER 0405.003.110

**Particulars of other merging companies**

Name of Company:


The registered office of the company:


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


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


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:


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:


## 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 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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**