

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID:0002012/H/13**  
**CROSS BORDER MERGER GAZETTE**  
**30th March 2012**

## **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 26 March 2012 of a proposed merger between the following companies:

Lehner Haug Ireland Limited (registered in Ireland Company number 487518.) and

Lehner Haug France SARL. Registered with the Registrar of Companies of AIX EN PROVENCE, France, under registration number 538 845 918

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 5.00 pm at the registered office of Lehner Haug Ireland Limited, 8 Priory Hall, Stillorgan, Co. Dublin.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Lehner Haug Ireland Limited, 8 Priory Hall, Stillorgan, Co. Dublin.

Registrar of Companies



**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



4588093

CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

4 8 7 5 1 8

**CBM1**

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

**Company name**

*in full*

LEHNER HAUG IRELAND 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:

8 PRIORY HALL, STILLORGAN, CO DUBLIN

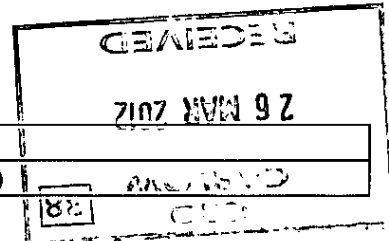
Information relating to the Company is kept by the Registrar under registered number:

4 8 7 5 1 8

Legal f                      law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES

IRISH LAW (PRINCIPALLY THE COMPANIES ACTS 1963-2009)



**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

Name *in block letters or typescript*

PAUL DI CIERI-CAMBON

Date

08/03/2012

**Presenter details**

*note four*

Name

LEWIS & CO

Address

8 PRIORY HALL

STILLORGAN, CO DUBLIN

DX number

DX exchange

Telephone number

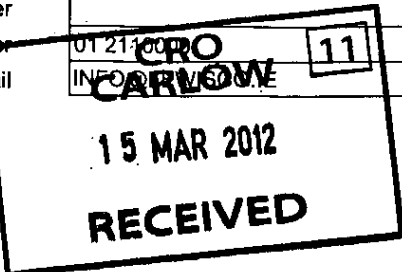
01 214 0000

Fax number

Email

INFO@LEWISANDCO.COM

Reference number



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:

NOT EARLIER THAN ONE MONTH FROM THE DATE ON WHICH THE
NOTICE REFERRED TO IN REGULATION 8(2) OF THE EUROPEAN COMMUNITIES
(CROSS-BORDER MERGERS) REGULATIONS 2008 IS PUBLISHED, LEHNER
HAUG SARL, THE SOLE MEMBER OF LEHNER HAUG IRELAND LTD, WILL APPROVE
THE CROSS-BORDER MERGER BY WAY OF WRITTEN RESOLUTION.
CREDITORS OF LEHNER HAUG IRELAND LIMITED MAY EXERCISE THEIR RIGHTS
UNDER REGULATION 15 (PROTECTION OF CREDITORS) OF THE EUROPEAN
COMMUNITIES (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:

LEHNER HAUG IRELAND LTD, 8 PRIORY HALL, STILLORGAN, CO DUBLIN

**Particulars of other merging companies**

Name of Company:

LEHNER HAUG FRANCE SARL

The registered office of the company:

538 845 918 R.C.S. AIX EN PROVENCE
350 AVENUE JRGG DE LA LAUZIERE
31 PARC DU GOLF, CS 90519, 13593 AIX EN PROVENCE CEDEX 3

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

FRENCH LIMITED LIABILITY COMPANY ORGANISED UNDER FRENCH LAW

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

THE RIGHT AND OBLIGATIONS OF LEHNER HAUG IRELAND'S CREDITORS WILL TRANSFER TO LEHNER HAUG FRANCE SARL PURSUANT TO THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008 AND ARTICLES L.236-14 AND R.236-8 OF THE FRENCH COMMERCIAL CODE. THE RIGHT TO OBJECT TO THE MERGER IS OPEN TO THE CREDITORS WITHIN THIRTY DAYS AFTER THE PUBLICATION OF THE COMMON DRAFT TERMS IN IRIS OIFIGIUIL AND A NATIONAL NEWSPAPER IN IRELAND.

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:

350 AVENUE JRGG DE LA LAUZIERE
31 PARC DU GOLF, CS 90519, 13593 AIX EN PROVENCE CEDEX 3

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:

THE REGISTRAR OF COMPANIES OF AIX EN PROVENCE, FRANCE UNDER REGISTRATION NUMBER 538 845 918

**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.

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**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)**