



Gazette

ISSUE ID: 0002008/H/33

CROSS-BORDER MERGER SUBMISSIONS

RECEIVED BETWEEN

8-AUG-2008 AND 14-AUG-2008

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 14 August 2008 of a proposed merger between the following companies:

Sachsen LB Europe public limited company (registered in Ireland No. 312697) and

LRP erste Beteiligungsgesellschaftmbh (registered in the Commercial Register of the Local Court of Mainz in the Federal Republic of Germany under HRB 40498).

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 Sachsen LB Europe public limited company at the 9th Floor, Block A, George's Quay, 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 Sachsen LB Europe public limited company at the 9th Floor, Block A, George's Quay, Dublin 2.

Registrar of Companies

CRO GAZETTE, FRIDAY, 15th August 2008

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 08-AUG-08 AND 14-AUG-08							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
312697	Sachsen LB Europe Public Limited Company	CBM1	14/08/2008				

**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

CRO COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



3136097

CRO receipt date stamp
Companies Acts 1963 to 2006

CBM1

Company number

3 1 2 6 9 7

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

Company name

in full

Sachsen LB Europe Public Limited Company

☒ 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:

9th Floor, Block A, George's Quay, Dublin 2

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

3 1 2 6 9 7

Legal form and law which governs the company:

Public Limited Company
Companies Acts 1963 - 2006

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

MORGAN O'SULLIVAN

Date

12/8/8

Presenter details

note four

Name

Address

DX number

Telephone number

Email

Arthur Cox

Earlsfort Centre, Earlsfort Terrace, Dublin 2

DX exchange

01 618 0000

Fax number 01 616 3980

Reference number MM/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:

A written resolution of the members of Sachsen LB Europe
Public Limited Company (the "Company") will be passed
in or around 16 September to approve the Merger in
accordance with the provisions of Regulation 10(5) of the
European Communities (Cross Border Merger) Regulations
2008 (the "Regulations"). Regulation 12 (Protection of
Minority Shareholders does not apply as the Company is a
a 100% beneficially wholly owned subsidiary of Landesbank
Baden Wurttemberg, a corporation under German law ("LBBW").
If the Merger becomes effective, all rights and obligations
of the creditors of the Company will transfer to LRP GmbH
by operation of law pursuant to the Regulations and in
accordance with the German law of universal succession.
Section 22 of the German Reorganisation Act is applicable
to creditors of Company. Section 22 permits creditors of
the Company, within a period of six (see continuation sheet)

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:

Sachsen LB Europe Public Limited Company, 9th Floor,
Block A, George's Quay Dublin 2

CONTINUATION OF FORM CBM1

(Per Note 5 of Form CBM1):

(Particulars of the company's arrangements for exercise of the rights of creditors and members)

(continued) months from the date of this advertisement, to demand that security is granted to them by LRP GmbH if LRP GmbH cannot pay amounts due to and demanded by those creditors. However this right to exercise security is available to creditors of SLBE 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 by LRP GmbH at its registered address as set out below.

Particulars of other
merging companies

Name of Company:

LRP erste Beteiligungsgesellschaft mbH ("LRP GmbH")

The registered office of the company:

Registered in Commercial Register of the Local Court of
Mainz under HRB 40498, with a business address at Grosse
Bleiche, 54-56, D-55116, Mainz.

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

A limited liability company incorporated and existing
under the laws of the Federal Republic of Germany.

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 the Company
will transfer to LRP GmbH pursuant to the Regulations
and in accordance with the German law of universal
succession.
LRP GmbH has only one shareholder which is LBBW.
The Company's sole beneficial shareholder is LBBW. Legal
title to one ordinary share in the Company is held on
trust for LBBW by each of six nominees.
LBBW beneficially owns the ordinary shares in the Company
to which the nominees hold legal title. As the nominee
shareholders in the Company have no economic interest in
the Company, they will not receive any shares or other
rights to future participation in LRP GmbH, or any
compensation for the cessation of their shareholding in
the Company as a result of 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:

LRP GmbH, Grosse Bleiche, 54-56, D-55116, Mainz, Germany

☐

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:

The Commercial Register of the Local Court of Mainz
Local under HRB 40498

Name of Company:

N/A

N/A

N/A

N/A

N/A

☐

note one

N	/	A			
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7

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. 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