



# **Gazette**

**ISSUE ID: 0002009/H/41**  
**CROSS-BORDER MERGER SUBMISSIONS**  
**RECEIVED BETWEEN**  
**01-OCT-2009 AND 06-OCT-2009**

CRO GAZETTE, WEDNESDAY 7<sup>th</sup> October 2009

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 01-OCT-09 AND 06-OCT-09							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
267511	GA Corporation Finance Limited	CBM1	01/10/09				
401485	Eurco Finance Limited	CBM1	02/10/09				

## **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 2 October 2009 of a proposed merger between the following companies:

Eurco Finance Limited (registered in Ireland No. 401485) and

Dexia Insurance Belgium S.A. (Kept in the Register of Legal Entities, Brussels, under number 0405-764.064)

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 Eurco Finance Limited, 6 George's Dock, IFSC Dublin 1

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 Eurco Finance Limited, 6 Georges Dock, IFSC, Dublin 1

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

**CRO** COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ 



**3707837**

CRO receipt date stamp  
Companies Acts 1963 to 2009

Company number

4 0 1 4 8 5

**CBM1**

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

Company name

*in full*

Eurco Finance 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:

6 George's Dock

IFSC

Dublin 1

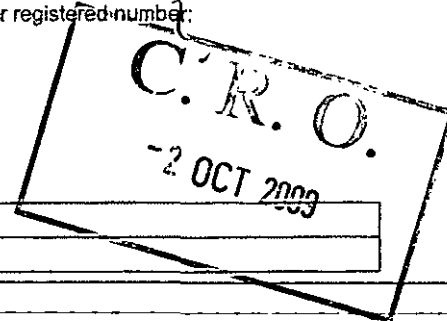
Information relating to the Company is kept by the Registrar under registered number:

4 0 1 4 8 5

Legal form and law which governs the company:

Private Limited Company

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*

MAURA O'SULLIVAN

Date

27 SEPTEMBER 2009

Presenter details

*note four*

Name

Address

DX number

Telephone number

Email

Arthur Cox

Earlsfort Terrace

Dublin 2

27

01-6180522

maura.mclaughlin@arthurcox.com

DX exchange Dublin

Fax number 01-6163844

Reference number Maura McLaughlin

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 in Eurco Finance Limited. Dexia Insurance Belgium S.A. is the Company's sole member. The merger will be a merger by absorption of Eurco Finance Limited into Dexia Insurance Belgium S.A.
There is therefore no need for shareholder approval of the merger in accordance with Regulation 11(1)(a) of the EC (Cross Border Mergers) Regulations 2008.
If the merger becomes effective, all rights and obligations of the creditors of Eurco Finance Limited will transfer to Dexia Insurance Belgium S.A. by operation of law under Regulation 19 of the EC (Cross Border Mergers) Regulations 2008.
The rights of the shareholders/creditors of Dexia Insurance Belgium S.A. will be unaffected.

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:

6 George's Dock
IFSC
Dublin 1

Particulars of other  
merging companies

Name of Company:

Dexia Insurance Belgium S.A.

The registered office of the company:

Avenue Livingstone, 6 B-1000

Brussels

Belgium

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

Société Anonyme organised under the law of Belgium.

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 in Eurco Finance Limited. Dexia Insurance Belgium S.A. is the Company's sole member. The merger will be a merger by absorption of Eurco Finance Limited into Dexia Insurance Belgium S.A.

The rights and obligations of creditors of Eurco Finance Limited will transfer to Dexia Insurance Belgium S.A. by operation of law under Regulation 19 of the EC (Cross Border Mergers) Regulations 2008.

The rights of the shareholders/creditors of Dexia Insurance Belgium S.A. will be unaffected.

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:

Avenue Livingstone, 6 B-1000

Brussels

Belgium

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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:

Kept in the Register of Legal Entities under number 0405-764.064.

**Name of Company:**

N/A

N/A

N/A
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[illegible]

N/A

☐

note one

N	/	A			
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N/A

## **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 1 October 2009 of a proposed merger between the following companies:

G A Corporation Finance Limited (registered in Ireland No. 267511) and

Giorgio Armani Netherlands B.V. (registered in the Trade Register of the Chamber of Commerce for Amsterdam, The Netherlands under registration number 34331810)

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 GA Corporation Finance Limited, AIB International Centre, IFSC, Dublin 1.

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 GA Corporation Finance Limited, AIB International Centre, IFSC, Dublin 1.

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



COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



3707835

CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

2 6 7 5 1 1

**CBM1**

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

Company name

*in full*

G A Corporation Finance 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:

AIB International Centre

IFSC

Dublin 1

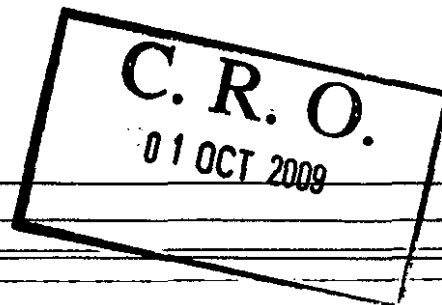
Information relating to the Company is kept by the Registrar under registered number:

2 6 7 5 1 1

Legal form and law which governs the company:

Private company limited by shares

Irish law (principally the Companies Acts 1963 to 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

*Sinead Keaveney*

Name *in block letters or typescript*

*Sinead Keaveney*

Date

18 SEPTEMBER 2009

Presenter details

*note four*

Name

Address

Arthur Cox

Earlsfort Centre, Earlsfort Terrace

Dublin 2

DX-number

27

DX exchange Dublin

Telephone number

01-618-0000

Fax number 01-618-0618

Email

Reference number COD - GA099/006

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 Giorgio Armani S.p.A,
the sole member of G A Corporation Finance Limited, will approve the cross-border merger by way
of written resolution. Regulation 12 (Purchase of Minority Shares) of the European Communities
(Cross-Border Mergers) Regulations 2008 does not apply as G A Corporation Finance Limited is not
a transferor company.
Creditors of G A Corporation Finance Limited may exercise their rights under Regulation 15 (Protection of
Creditors) of the European Communities (Cross-Border Mergers) 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:

G A Corporation Finance Limited, AIB International Centre, IFSC, Dublin 1
Attn: Margaret McCarthy/Conan Traynor

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 Giorgio Armani S.p.A, the sole member of G A Corporation Finance Limited, will approve the cross-border merger by way of written resolution. Regulation 12 (Purchase of Minority Shares) of the European Communities (Cross-Border Mergers) Regulations 2008 does not apply as G A Corporation Finance Limited is not a transferor company.
Creditors of G A Corporation Finance Limited may exercise their rights under Regulation 15 (Protection of Creditors) of the European Communities (Cross-Border Mergers) 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:

G A Corporation Finance Limited, AIB International Centre, IFSC, Dublin 1
Attn: Margaret McCarthy/Conan Traynor

Particulars of other  
merging companies

Name of Company:

Giorgio Armani Netherlands B.V.

The registered office of the company:

Teleportboulevard 140, 1043 EJ Amsterdam, The Netherlands

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

Private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid)  
Dutch law (principally Book 2 of the Dutch Civil Code)

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 G A Corporation Finance Limited pursuant to the European Communities (Cross-Border Mergers) Regulations 2008 and Part 7 of Book 2 of the Dutch Civil Code on the cross-border mergers of limited liability companies.

Giorgio Armani Netherlands B.V. has only one (sole) shareholder which is Giorgio Armani S.p.A.

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:

Teleportboulevard 140, 1043 EJ Amsterdam, The Netherlands

Attn: Mrs M. Sieger

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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:

Trade Register of the Chamber of Commerce for Amsterdam, The Netherlands under  
registration number 34331810

**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:
