



# **Gazette**

**ISSUE ID: 0002009/H/38**  
**CROSS-BORDER MERGER SUBMISSIONS**  
**RECEIVED BETWEEN**  
**12-Sept-2009 AND 17-Sept-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 15 September 2009 of a proposed merger between the following companies:

GE Brazil Holding limited (registered in Ireland No. 400721) and

General Electric International Brazil B.V. (registered with the Netherlands Chamber of Commerce Trade Register under number 20159053).

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 4.00 pm at the registered office of GE Brazil Holding Limited, Riverside One, Sir John Rogerson's Quay, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.00 pm at the registered office of GE Brazil Holding Limited, Riverside One, Sir John Rogerson's Quay, Dublin 2.

Registrar of Companies

CRO GAZETTE, FRIDAY, 18<sup>th</sup> September 2009

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 12-SEPT-09 AND 17-SEPT-09							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
400721	GE Brazil Holding Limited	CBM1	15/9/2009				



COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



**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



3880597

CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

4 0 0 7 2 1

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

**CBM1**

Company name

in full

GE BRAZIL HOLDING 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:

Riverside One

Sir John Rogerson's Quay

Dublin 2

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

4 0 0 7 2 1

Legal form and law which governs the company:

Private Company Limited by Shares

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

Ernst Kraaij

Date

14 September 2009

Presenter details

note four

Name

Address

DX number

Telephone number

Email

Landwell Solicitors

One Spencer Dock, North Wall Quay, Dublin 1

137

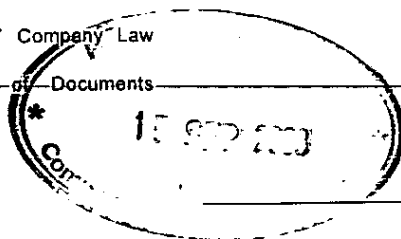
DX exchange Dublin

01 792 6655

Fax number 01 792 6788

info@ie.landwellglobal.com

Reference number 0020 AOY Forms/Comm



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 of GE Brazil Holding Limited (the "Company").
The Company is a wholly-owned subsidiary of GE Europe Holdings CV.
The cross-border merger will be a merger by absorption of General Electric International Brazil B.V. ("GEIB BV") into the Company.
If the proposed cross-border merger becomes effective, all rights and obligations of the creditors of GEIB BV will transfer to the Company pursuant to Article 2:309 of the Netherlands Civil Code and 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:

GE Brazil Holding Limited
Bergschot 69/2, 4817 PA Breda, The Netherlands
Attention: Ernst Kraaij

Particulars of other  
merging companies

Name of Company:

General Electric International Brazil B.V.

The registered office of the company:

Bergschot 69/2, 4817 PA Breda, The Netherlands

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

Private Limited Company

Governed by the Laws of the Netherlands

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 of General Electric International Brazil B.V. ("GEIB BV").

GEIB BV is a wholly owned subsidiary of GE Brazil Holding Limited (the "Company").

The cross-border merger will be a merger by absorption of GEIB BV into the Company.

If the proposed cross-border merger becomes effective, all rights and obligations of the creditors of GEIB BV will transfer to the Company pursuant to article 2:309 of the Netherlands Civil Code and the European Communities (Cross-Border Mergers) Regulations.

As of the effective date of the merger all claims against GEIB BV shall be addressed to the Company.

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:

General Electric International Brazil BV

Bergschot 69/2, 4817 PA Breda, The Netherlands

Attention: Ernst Kraaij

☐

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 Netherlands Chamber of Commerce Trade Register

Registration Number - 20159053

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

☐

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.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 relodged 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)