



Gazette

ISSUE ID: 0002010/H/48
CROSS BORDER MERGER GAZETTE
1st December 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 26 November 2010 of a proposed merger between the following companies:

Populis Ireland Limited Company (registered in Ireland No. 424315) and

Goadv S.A. (registered with the Paris Register of Companies, France, under registration number 498.124.445).

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 to 12.00 noon and between 2.00p.m and 4.00p.m. at the registered office of Populis Ireland Limited, 9 Clanwilliam Terrace, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am to 12.00 noon and between 2.00p.m and 4.00 pm at the registered office of Populis Limited, 9 Clanwilliam Terrace, Dublin 2.

Registrar of Companies

CRO GAZETTE, WEDNESDAY, 1st December 2010

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 21-NOV-10 AND 30-NOV-10							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
424315	Populis Ireland Limited	CBM1	26/11/2010				

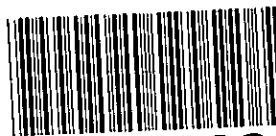


COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



**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



4264803

CRO receipt date stamp

Companies Acts 1963 to 2009

CBM1

Company number

4 2 4 3 1 5

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

Company name

in full

Populis 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:

Clanwilliam Terrace,
Dublin 2

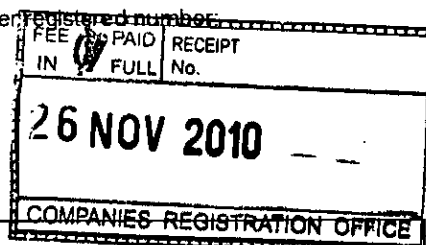
Information relating to the Company is kept by the Registrar under

4 2 4 3 1 5

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

Name *in block letters or typescript*

JOHN SLYNE

Date

17 November 2009

Presenter details

note four

Name

Address

DX number

Telephone number

Email

RONAN DALY JERMYN SOLICITORS

12 SOUTH MALL

CORK

2002

(021) 4802700

info@rdj.ie

DX exchange CORK

Fax number (021) 4802790

Reference number DKG/14081

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 GoAdv SA,
the sole member of Populis Ireland 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 Populis Ireland
Limited is not a transferor company.
Creditors of Populis 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:

Populis Ireland Limited, 9 Clanwilliam Terrace, Dublin 2

Particulars of other
merging companies

Name of Company:

GoAdv SA

The registered office of the company:

No. 12 rue Chaussée d'Antin in the 9th precinct of Paris, France

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

Société Anonyme (Incorporated joint stock company 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 rights and obligations of GoAdv SA's creditors will transfer to Populis Ireland Limited 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 a legal gazette and in the "Bulletin des annonces civiles et commerciales". Creditors can serve a notice before the Tribunal de Commerces of Paris if they prove that their claim is prior to the above publications.

The shareholders will have the opportunity to approve the Common Draft Terms.

The minority shareholders of GoAdv SA may exercise their rights under the the relevant provisions of the French Commercial Code. If the cross border merger is approved and implemented the shareholders of GoAdv SA will become the shareholders of Populis Ireland Limited.

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:

No. 12 rue Chaussée d'Antin in the 9th precinct of Paris, France

☐

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

note one

--	--	--	--	--	--

☒

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 Paris Register of Companies, France under Registration number 498.124.445

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.

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 OR BY E-MAIL info@cro.ie