



Gazette

ISSUE ID:0002013/H/48
CROSS BORDER MERGER GAZETTE
27 November 2013

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 November 2013 of a proposed merger between the following companies:

Forsage Holdings Limited (registered in Ireland Company number 528658) and

Forsage Holdings Limited, registered with the Cyprus Registrar of Companies, under registration number HE230975.

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 5.00 pm at the registered office of Forsage Holdings Limited, 7/8 Wilton Terrace, Dublin 2

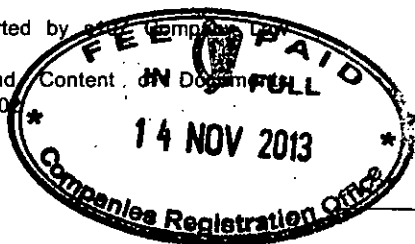
The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Forsage Holdings Limited, 7/8 Wilton Terrace, Dublin 2.

Registrar of Companies

CRO GAZETTE, WEDNESDAY, 27th November 2013

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 14-NOV-13 AND 26-NOV-13							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
528658	Forsage Holdings Limited	CBM1	14/11/2013				

**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 2012 Companies Law
Enforcement Act 2001)
Companies Act 1990 (Form and Content of Documents)
Delivered to Registrar) Regulations 2008



5911057

CRO receipt date stamp
Companies Acts 1963 to 2012

Company number

5 2 8 6 5 8

CBM1

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

Company name

in full

FORSAGE HOLDINGS 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:

7/8 WILTON TERRACE, DUBLIN 2

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

5 2 8 6 5 8

Legal form and law which governs the company:

Private company limited by shares

Irish law

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

Mark O'Donnell

Name *in block letters or typescript*

Mark O'Donnell

Date

13 - NOV - 13

Presenter details

note four

Name

Address

DX number

Telephone number

Email

Philip Lee Solicitors

7/8 Wilton Terrace

Dublin 2

n/a

01 2373700

acadogan@philiplee.ie

DX exchange n/a

Fax number 01 6787794

Reference number ODO003/0001

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:

Regulation 12 of the European Communities (Cross-Border Merger) Regulations 2008 (the "Regulations")
does not apply to the company as there are no minority shareholders in the company.
Creditors of the company may exercise their rights under regulation 15 of the Regulations.
Creditors and members of the company and the merging company are permitted to inspect copies of
the Common Draft Terms of the proposed merger and the Directors' Explanatory Report relating to
the proposed merger free of charge at the company's registered office at 7/8 Wilton Terrace,
Dublin 2, Ireland.
The rights of any creditors of the company shall not be adversely affected as a result of the merger.
Upon the effective date of the cross-border merger, any liabilities of the merging company
towards its creditors shall be taken over by the company and the creditors shall have
retained all of their existing rights against 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:

Forsage Holdings Limited, 7/8 Wilton Terrace, Dublin 2

Particulars of other merging companies

Name of Company:

Forsage Holdings Limited

The registered office of the company:

16 Zena Kanther Street, Karantoki Building, 7th Floor, Apt./Office 25-26, 1065 Nicosia,
Republic of Cyprus.

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

Limited liability company by shares incorporated under the laws of the Republic of Cyprus.

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

The creditors of the merging company may exercise any of their rights pursuant to the Cypriot Companies Law, Cap.113, as amended and may request any information as to how their rights may be exercised by the company. The merging company only has one shareholder and there are no minority shareholders in the merging company.

Creditors and members of the merging company are permitted to inspect copies of the Common Draft Terms of the proposed merger and the Directors' Explanatory Report relating to the proposed merger free of charge at the company's registered office at 16 Zena Kanther Street, Karantoki Building, 7th Floor, Apt./Office 25-26, 1065 Nicosia, Republic of Cyprus.

The rights of any creditors of the merging company shall not be adversely affected as a result of the merger

Upon the effective date of the cross-border merger, any liabilities of the merging company towards its creditors shall be taken over by the company and the creditors shall have retained all of their existing rights against 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:

Forsage Holdings Limited, 16 Zena Kanther Street, Karantoki Building, 7th Floor,
Apt./Office 25-26, 1065 Nicosia, Republic of Cyprus.

☐

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:

Cyprus Registrar of Companies, registration number HE230975

**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.

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