



Gazette

ISSUE ID:0002014 /H/32
CROSS BORDER MERGER GAZETTE
6th August 2014

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 August 2014 of a proposed merger between the following companies:

Datalogic ADC Limited (registered in Ireland Company number 505281) and

Datalogic ADC S.R.L, maintained on the Bologna Companies Register under registration number 03217801202.

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

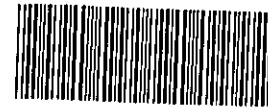
The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at www.cro.ie

The Common Draft Terms of the proposed merger are available for inspection between the business hours of 10.00 am and 4.30 pm at the registered office of Data Logic ADC Limited, Second Floor, Block A, The Crescent Building, Northwood Office Park, Santry, Dublin 9

The Directors' Explanatory Report relating to the Merger is available for inspection between the business hours of 10.00am and 4.30 pm at the registered office of Data Logic ADC Limited, Second Floor, Block A, The Crescent Building, Northwood Office Park, Santry, Dublin 9

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



6087691

CRO receipt date stamp
Companies Acts 1963 to 2013

Company number

5 0 5 2 8 1

CBM1

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

Company name

in full

DATALOGIC ADC 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:

Second Floor, Block A,
The Crescent Building, Northwood Office Park,
Santry, Dublin 9

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

5 0 5 2 8 1

Legal form and law which governs the company:

Private Company Limited by Shares
Companies Acts 1963 - 2013



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*

MICHAEL NÖFER

Date

31 / 07 / 2014

Presenter details

note four

Name

Address

DX number

Telephone number

Email

Beauchamps Solicitors

Riverside Two, Sir John Rogerson's Quay, Dublin 2

63

DX exchange Dublin

01 4180 600

Fax number 01 4180 699

securemail@beauchamps.ie

Reference number PWC2/36/011v3

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 Datalogic ADC Limited (the "Company"). |
| The Company is a wholly owned subsidiary of Datalogic ADC S.r.l. |
| The cross-border merger will be a merger by absorption of the Company into Datalogic ADC S.r.l. and it is proposed that Datalogic ADC S.r.l. will approve the cross-border merger. |
| |
| If the proposed cross-border merger becomes effective, all rights and obligations of the creditors of the Company will transfer to Datalogic ADC S.r.l. pursuant to Art. 2504-BIS of the Italian Civil Code and Regulation 19 the European Communities (Cross-Border Mergers) Regulations 2008 (as amended). |
| |
| However, it is not envisaged that any creditors of the Company will be prejudiced as a result of the cross-border 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:

| |
|--|
| Datalogic ADC Limited |
| The Crescent Building, Northwood Office Park, Santry, Dublin 9 |
| Attn: Amadou Bah |

**Particulars of other
merging companies**

Name of Company:

Datalogic ADC S.r.l.

The registered office of the company:

Via San Vitalino 13, Lippo di Calderara di Reno

Bologna, Italy

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

Single member limited liability company

Governed under the laws of Italy

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 Datalogic ADC S.r.l.

Datalogic ADC S.r.l. is a wholly owned subsidiary of Datalogic S.p.A.

The cross-border merger will be a merger by absorption of Datalogic ADC Limited (the "Company") into Datalogic ADC S.r.l. and it is proposed that Datalogic S.p.A. will approve the cross-border merger.

If the proposed cross-border merger becomes effective, all rights and obligations of the creditors of the Company will transfer to Datalogic ADC S.r.l. pursuant to Art. 2504-BIS of the Italian Civil Code and Regulation 19 the European Communities (Cross-Border Mergers) Regulations 2008 (as amended). Creditors of Datalogic ADC S.r.l. will be entitled to exercise their rights and avail of protections under the Italian regulations in force on the matter of cross-border mergers. In particular creditors may submit objections in accordance with the provisions of Art. 2503 of the Italian Civil Code within a period of 60 days after registration of the sole shareholder's decision to approve the cross-border merger. However it is not envisaged that any creditors of Datalogic ADC S.r.l. will be prejudiced as a result of the cross-border 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:

Datalogic ADC S.r.l.

Via San Vitalino 13, Lippo di Calderara di Reno, Bologna, Italy

Attn: Valentina Volta

☐

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:

Bologna Companies Register

Registration number 03217801202

R.E.A. (Economic Administrative Repertoire) number 501477

**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 1963-2013 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