

**cro**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 00002017/J/37**

**CROSS BORDER MERGER GAZETTE**

**13th September 2017**

## **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 11 September 2017 of a proposed merger between the following companies:

Integer Ireland Medical Limited (registered in Ireland Company number 608074) and

Lake Region Holdings GMBH

Registered with the commercial register of the local court of Würzburg under number HRB 13846

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 on business days between the hours of 9.30 am and 5.00 pm at the registered office of Integer Ireland Medical Limited, Butlersland, New Ross, Co.Wexford.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of Integer Ireland Medical Limited, Butlersland, New Ross, Co.Wexford.

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



7027987

CRO receipt date stamp & barcode

Company number

6 0 8 0 7 4

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

Company name

in full

Integer Ireland Medical 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.

☐ Pursuant to Regulation 8(1)(a) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is available from the company website.

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:

Butlersland, New Ross, Co. Wexford

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

6 0 8 0 7 4

Legal form and law which governs the company:

Private company limited by shares incorporated and governed by 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

Name in block letters or typescript

*Timothy G. McEvoy*

Timothy G. McEvoy

Date 7 September, 2017

Presenter details

note four

Person to whom queries can be addressed

Name

Address

Telephone number

Email

A&L Goodbody

IFSC, North Wall Quay, Dublin 1

+353 1 649 2000

core@algoodbody.com

Fax number +353 1 649 2649

Reference number 01422842

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:

Integer Ireland Medical Limited is a wholly owned subsidiary and has no
minority members. Accordingly, there are no minority members whose rights
need to be provided for.
On the effective date of the merger, the creditors of Lake Region Holdings
GMBH will become the creditors of Integer Ireland Medical 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:

Integer Ireland Medical Limited
Butlersland, New Ross, Co. Wexford

Particulars of other  
merging companies

Name of Company:

Lake Region Holdings GMBH

The registered office of the company:

Staatsstrasse 5, 97773 Aura im Sinngrund, Germany

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

A private limited liability company incorporated and existing under the laws of the Federal Republic of Germany

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

Lake Region Holdings GMBH is a wholly owned subsidiary of Integer Ireland Medical Limited and has no minority shareholders. Accordingly, there are no minority members whose rights need to be provided for.

As the merger is a merger through absorption and as Integer Ireland Medical Limited is legally and beneficially the sole member of Lake Region Holdings GMBH, there is no consideration and no issuance of shares for the transferred assets of Lake Region Holdings GMBH.

The directors of Integer Ireland Medical Limited and Lake Region Holdings GMBH will ensure that the merger will not undermine the payment of existing debt obligations of either company in accordance with Regulation 19(1) of the European Communities (Cross-Border Merger) Regulations 2008 and the German Transaction Act.

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:

Lake Region Holdings GMBH

Staatsstrasse 5, 97773 Aura im Sinngrund, Germany

☐

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:

Registered with the commercial register of the local court of Würzburg under number HRB 13846.

**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*

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

☐

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 Act 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 Bloom House, Gloucester Place Lower, Dublin 1. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, Bloom House, Gloucester Place Lower, Dublin 1.

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bank drafts 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 898 Companies Act 2014. 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)**