

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

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CROSS BORDER MERGER GAZETTE

15th November 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 8 November 2017 of a proposed merger between the following companies:

SAP Ireland US-Financial Services Designated Activity Company (registered in Ireland Company number 486605) and

SAP Holdings (UK) Limited

Registered with the Registrar, UK Companies House, under company registration number 08593581

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

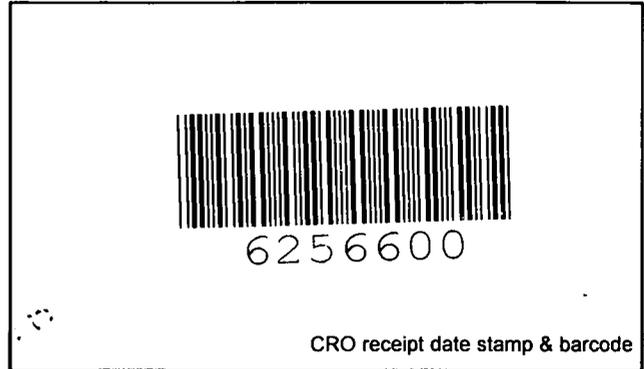
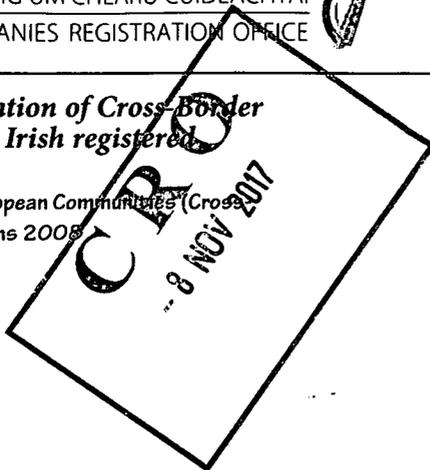
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00 am and 5.00 pm at the registered office of SAP Ireland US-Financial Services Designated Activity Company, 1012-1014 Kingswood Avenue, Citywest Business Campus, Dublin 24.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 5.00 pm at the registered office of SAP Ireland US -Financial Services Designated Activity Company, 1012-1014 Kingswood Avenue, Citywest Business Campus, Dublin 24.

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



Company number

4 8 6 6 0 5

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

Company name

in full

SAP IRELAND US-FINANCIAL SERVICES DESIGNATED ACTIVITY COMPANY

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:

1012-1014 Kingswood Avenue, Citywest Business Campus, Dublin 24

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

4 8 6 6 0 5

Legal form and law which governs the company:

DAC - DESIGNATED ACTIVITY COMPANY
Companies Act 2014

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

Dympna Donnelly

Name *in block letters or typescript*

Dympna Donnelly

Date

7 Nov 2017

Presenter details

note four

Person to whom queries can be addressed

Name

Leman Solicitors

Address

8 - 34 Percy Place

Dublin 4

Telephone number

01 639 3000

Fax number

Email

tbyrne@leman.ie

Reference number PWC011/0002

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 SAP Ireland US-Financial
Services Designated Activity Company ('SAPIEH'). The
Company is a wholly owned subsidiary of Business Objects Software Limited.
The cross-border merger will be a merger by absorption of SAP Holdings
(UK) Limited ('SAPUKH') into SAPIEH and it is proposed that SAPUKH will
approve the cross-border merger.
If the proposed cross-border merger becomes effective, all rights and
obligations of the creditors of SAP Holdings (UK) Limited will transfer to the
Company pursuant to Regulation 19 the European Communities (Cross-
Border Mergers) Regulations 2008 (as amended) and Regulation 17
of The Companies (Cross-Border Mergers) Regulations 2007.
In the opinion of the directors of SAPUKH and the directors of SAPIEH,
neither the security nor the reasonable benefit expectations of creditors of
SAPUKH or SAPIEH will be prejudiced by the 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:

SAP Ireland US-Financial Services Designated Activity Company
1012-1014 Kingswood Avenue,
Citywest Business Campus,
Dublin 24

Particulars of other merging companies

Name of Company:

SAP Holdings (UK) Limited

The registered office of the company:

Clockhouse Place, Bedfont Road, Feltham, Middlesex, TW14 8HD

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

Private Limited Liability Company incorporated under and governed by the Laws of England & Wales

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 SAP Holdings (UK) Limited ('SAPUKH'). SAPUKH is a wholly owned subsidiary of SAP Ireland US-Financial Services Designated Activity Company ('SAPIEH'). The cross-border merger will be a merger by absorption of SAPUKH into SAPIEH and it is proposed that Business Objects Software Limited will approve the cross-border merger. If the proposed cross-border merger becomes effective all rights and obligations of the creditors of SAPUKH will transfer to SAPIEH pursuant to Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) and Regulation 17 of the Companies (Cross-Border Mergers) Regulations 2007. Creditors of SAPUKH will be entitled to exercise their rights and avail of protections under Regulation 11 of the Companies (Cross-Border Mergers) Regulations 2007. In the opinion of the directors of SAPUKH and SAPIEH, neither the security nor the reasonable benefit expectations of creditors of SAPUKH or SAPIEH will be prejudiced by the 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:

SAP Holdings (UK) Limited

Clockhouse Place, Bedfont Road, Feltham, Middlesex, TW14 8HD

ATTN: Yu-Ho Cheung

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:

UK Companies House

Companies Registration Number: 08593581

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.

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 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

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