



# Gazette

**ISSUE ID: 00002017/J/48**

**CROSS BORDER MERGER GAZETTE**

29th 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 20 November 2017 of a proposed merger between the following companies:

Lhamih Limited (registered in Ireland Company number 552849) and

Lufhansa Malta Holding Ltd.

Registered with the Maltese Registry of Companies under number C35309.

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 10.00am and 5.00 pm at the registered office of Lhamih Limited, Company Number 552849, One Spencer Dock, North Wall Quay, Dublin 1

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 Lhamih Limited, One Spencer Dock, North Wall Quay, Dublin 1

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



6975567

CRO receipt date stamp & barcode

Company number

5 5 2 8 4 9

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

Company name

in full

LHAMIH 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:

One Spencer Dock, North Wall Quay, Dublin 1

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

5 5 2 8 4 9

Legal form and law which governs the company:

Private company limited by shares

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

*F. Schumann*

Name in block letters or typescript

FRANK SCHUMANN

Date

17-11-2017

Presenter details

note four

Person to whom queries can be addressed

Name

Arthur Cox

Address

10 Earlsfort Terrace, Dublin 2, D02 T380

Telephone number

01 920 1000

Fax number

Email

cro@arthurcox.com

Reference number MW/LS

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:

The merger will be a merger by absorption of Lufthansa Malta Holding Ltd. into LHAMIH Limited. If the merger becomes effective, all rights and obligations of Lufthansa Malta Holding Ltd. will transfer to LHAMIH Limited by operation of law under Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008. The rights of the shareholder and creditors LHAMIH Limited will be unaffected.
LHAMIH Limited has made available for inspection at its registered office the Common Draft Terms and the Directors' Explanatory Report.

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:

LHAMIH Limited
One Spencer Dock,
North Wall Quay,
Dublin 1

**Particulars of other  
merging companies**

Name of Company:

Lufthansa Malta Holding Ltd.

The registered office of the company:

Aragon House, Level 4,

Dragonara Road, St Julian's

STJ 3140, Malta

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

Private limited liability company

Maltese law

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

The merger will be a merger by absorption of Lufthansa Malta Holding Ltd. into LHAMIH Limited. If the merger becomes effective, all rights and obligations of Lufthansa Malta Holding Ltd. will transfer to LHAMIH Limited by operation of law under Regulation 19 of the European Communities (Cross-Border Mergers) Regulations 2008. The rights of the shareholder and creditors Lufthansa Malta Holding Ltd. will be unaffected.

Lufthansa Malta Holding Ltd. has made available for inspection at its registered office the Common Draft Terms and the Directors' Explanatory Report.

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:

Aragon House, Level 4,

Dragonara Road, St Julian's

STJ 3140, Malta

☐

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:

The company's file is maintained in the Maltese Registry of Companies under registration number C 35309.

### 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*

[illegible]

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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1

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 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 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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)