



# Gazette

**ISSUE ID:00002018/J/27**

**CROSS BORDER MERGER GAZETTE**

**4th July 2018**

CRO GAZETTE, WEDNESDAY, 4<sup>th</sup> JULY 2018

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 25-JUN-18 AND 3-JUL-18							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
517897	Interek Finance Ireland Limited	CBM1	28/06/2018				
552849	Lhamih Limited	Court order	25/06/2018				

## **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 28 June 2018 of a proposed merger between the following companies:

Interek Finance Ireland Limited (registered in Ireland Company number 517897) and

Interek Finance PLC

Registered with the Register of Companies of England and Wales with company number 03226960

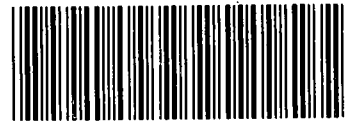
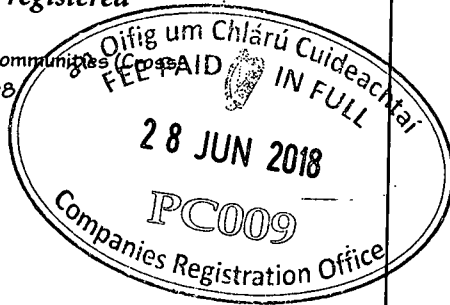
The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

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 9.30am and 5.00 pm at the registered office of Interek Finance Ireland Limited, 8<sup>TH</sup> Floor, Block E, Iveagh Court, Harcourt Road, Dublin 2

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 Interek Finance Ireland Limited, 8<sup>th</sup> Floor, Block E, Iveagh Court, Harcourt Road, Dublin 2

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

6277490

CRO receipt date, stamp &amp; barcode

Company number

5 1 7 8 9 7

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

Company name

in full

Intertek Finance Ireland 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:

8th Floor, Block E, Iveagh Court, Harcourt Road, Dublin 2

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

5 1 7 8 9 7

Legal form and law which governs the company:

Private company limited by shares subject to the 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

Name in block letters or typescript

DEREK O'REILLY

Date 28 June 2018

Presenter details

note four

Name

Address

Telephone number

Email

Person to whom queries can be addressed

KPMG Legal Services

1 Stokes Place, St Stephen's Green, Dublin 2

01 700 4728

Fax number

sjenkinson@kpmg.ie

Reference number TX.741143.0001

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:

The creditors of Intertek Finance Ireland Limited will, on the effective date of the merger, become the creditors of Intertek Finance plc pursuant to Regulation 19 of the European Communities (Cross-Border) Regulations 2008 (the "Regulations"). The creditors of Intertek Finance Ireland Limited are, pursuant to Regulation 15 of the Regulations, entitled to be heard at the final hearing of the High Court of England and Wales to confirm the merger.
Minority members: Intertek Finance Ireland Limited only has one member, Intertek Finance plc. The merger has no direct implications for the members of Intertek Finance plc.

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:

8th Floor, Block E, Iveagh Court, Harcourt Road, Dublin 2

**Particulars of other  
merging companies**

Name of Company:

Intertek Finance plc

The registered office of the company:

Academy Place, 1-9 Brook Street, Brentwood, Essex, CM14 5NQ

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

Public limited company governed by the laws of England and Wales

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

The merger has no direct consequences for the creditors of Intertek Finance plc, as both Intertek Finance plc and Intertek Finance Ireland Limited are solvent companies with positive balance sheets as per their unaudited management accounts as at 31 May 2018.

Intertek Finance plc has two members, Intertek Holdings Limited and Intertek Testing Services Holdings Limited. The merger has no direct implications for either member.

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:

Academy Place, 1-9 Brook Street, Brentwood, Essex, CM14 5NQ

☐

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:

Intertek Finance plc is recorded on the register of companies of England and Wales with company number 03226960

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This image shows a single sheet of white paper with horizontal black ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

\_\_\_\_\_

☐

*note one*

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## 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)



### **European Communities (Cross Border Merger) Regulations 2008**

Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 25 June 2018, concerning the proposed merger between the following companies:

Lhamih Limited (registered in Ireland Company No. 552849) and

Lufhansa Malta Holding Limited. Registered with the Maltese Registry of Companies under number C35309.

A copy of the court order is attached.

Registrar of Companies



An tSeirbhís Chúirteanna  
Courts Service



6270848

**REGISTERED POST**

The Registrar of Companies,  
Companies Registration Office,  
New Companies Section,  
Bloom House,  
Gloucester Place Lower  
Dublin 1.

22<sup>nd</sup> June 2018



**Re: LHAMIH LIMITED and LUFTHANSA MALTA HOLDING LTD.**

**High Court Record No. 2018 No. 189 COS [2018 No. 69 COM]**

A Chara,

Pursuant to the provisions of **Rule 22(5) of Order 75** of the Rules of the Superior Courts [S.I. No. 255 of 2015 [Rules of the Superior Courts (Companies Act 2014) 2015], I enclose herewith an attested copy **Order dated 6<sup>th</sup> June 2018 made pursuant to Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008** in respect of the above named Companies

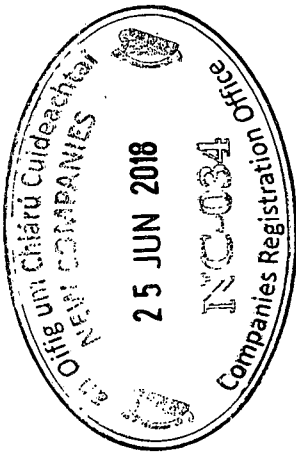
Yours sincerely,

**John Meehan**  
**REGISTRAR**

THE HIGH COURT  
COMMERCIAL

2018 No. 189 COS

[2018 No. 69 COM]



Wednesday the 6<sup>th</sup> day of June 2018

BEFORE MR JUSTICE MCGOVERN

IN THE MATTER OF AN APPLICATION UNDER REGULATIONS 13  
AND 14 OF THE EUROPEAN COMMUNITIES (CROSS-BORDER  
MERGERS) REGULATIONS 2008

AND IN THE MATTER OF LHAMIH LIMITED AND LUFTHANSA  
MALTA HOLDING LTD.

Upon Motion made this day unto the Court by Counsel for LHAMIH Limited and Lufthansa Malta Holding Ltd. (hereinafter referred to as “the Applicants”) pursuant to Originating Notice of Motion filed herein on the 9<sup>th</sup> day of May 2018 seeking:

1. An Order pursuant to Regulation 13 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the “**Regulations**”) certifying proper completion by the First Named Applicant of each of the pre-merger requirements in the Regulations in respect of a proposed cross-border merger with the Second Named Applicant (the “**Merger**”), and, specifically, proper completion of the pre-merger requirements provided for

A COPY WHICH I ATTEST  
.....  
FOR REGISTRAR

**THE HIGH COURT  
COMMERCIAL**

in Regulations 5, 6, 8, 9 and 10 of the Regulations (the “**Regulation 13 Certificate**”)

2. An Order pursuant to Regulation 14 of the Regulations confirming scrutiny of the legality of the Merger as regards that part of the procedure which concerns the completion of the Merger (the “**Regulation 14 Order**”)
3. An Order pursuant to Regulation 14(4) of the Regulations, specifying the time and date on which the Merger is to take effect as 00:01.00 a.m. on 1 January 2018, or such other date or time as to this Honourable Court appears appropriate

Whereupon and on reading said Originating Notice of Motion the Order herein dated the 14<sup>th</sup> day of May 2018 the Affidavits (2) of Frank Schumann both filed on the 9<sup>th</sup> day of May 2018 and the Affidavit of Ryan Ferry filed on the 5<sup>th</sup> day of June 2018 and the documents and exhibits in said Affidavits referred to (including the advertisements made in accordance with the directions of the 14<sup>th</sup> May 2018 in *Iris Oifigiúil* on the 18<sup>th</sup> May 2018 in *The Irish Times* on the 18<sup>th</sup> day of May 2018 and in *The Irish Independent* on the 19<sup>th</sup> day of May 2018)

And on hearing said Counsel

**THE COURT DOTH CERTIFY** pursuant to Regulation 13 of the Regulations that LHAMIH Limited has completed properly each of the pre-merger requirements set forth in the Regulations in respect the Merger

**THE HIGH COURT  
COMMERCIAL**

And **THE COURT DOTH HEREBY DIRECT** that a pre-merger certificate in the form prescribed by Order 75 Rule 21(8) of the Rules of the Superior Courts be issued as confirmation of such

And **THE COURT BEING SATISFIED** that each of the matters set forth at Regulation 14(3) of the Regulations have been satisfied

**IT IS ORDERED** that scrutiny of the legality of the Merger as regards that part of the procedure which concerns the completion of the Merger be confirmed pursuant to Regulation 14(1) of the Regulations

And **IT IS FURTHER ORDERED** that the Merger shall take effect at 00:01.00 a.m. on 1 January 2018

And **IT IS FURTHER ORDERED** that pursuant to the Merger all of the assets and liabilities of Lufthansa Malta Holding Ltd are transferred to LHAMIH Limited as successor company whereupon Lufthansa Malta Holding Ltd shall be automatically dissolved without going into liquidation

Liberty to apply

**JOHN MEEHAN**

**REGISTRAR**

**Perfected this 14<sup>th</sup> day of June 2018**

Arthur Cox

Solicitors for the Applicants