



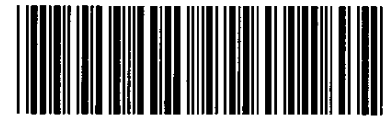
IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
COMPANIES COURT (ChD)

CR-2020-004295

BEFORE SIR ALASTAIR NORRIS

Monday 30 November 2020

THURSDAY



A02 *A9J3BLXK* #106
03/12/2020
COMPANIES HOUSE

**IN THE MATTER OF J.C.B. SERVICE AND TRANSMISSIONS AND
ENGINEERING SERVICES NETHERLANDS B.V.**

- and -

**AND IN THE MATTER OF THE COMPANIES (CROSS-BORDER MERGERS)
REGULATIONS 2007**

ORDER

UPON THE APPLICATION by Part 8 Claim Form (the "**Claim Form**") dated 23 November 2020 of the above-named J.C.B. SERVICE (the "**Company**"), whose registered office is situated at Lakeside Works, Rocester, Uttoxeter, Staffordshire, ST14 5JP, United Kingdom, and of the above named Transmissions and Engineering Services Netherlands B.V. (the "**Transferor Company**"), whose registered office is situated at Concertgebouwplein 5, 1071 LL Amsterdam (the Netherlands).

AND UPON HEARING Andrew Thornton QC, Counsel for the Company, via Skype for Business

AND UPON READING the Claim Form and the evidence

IT IS ORDERED that pursuant to Regulation 16 of the Companies (Cross-Border Mergers) Regulations 2007 (the “**Regulations**”) that the final completion of the merger between the Company and the Transferor Company be approved for the purposes of Article 128 of Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 and that the consequences of such merger under Regulation 17 of the Regulations are to take effect on 21 December 2020 at 00:01 a.m. (London time), **PROVIDED THAT** the terms of this Order shall not take effect in the event that by 00:01 a.m. on 21 December 2020 (a) the Dutch Parliament shall not have ceased to consider the proposal of the GroenLinks Party for the imposition of an “exit tax” applicable to cross-border mergers out of the Netherlands to the United Kingdom, and (b) the directors of the Company and the Transferor Company shall have resolved that, as a result, the merger is no longer in the best interests of the Company, the Transferor Company and their shareholders and other stakeholders as a whole.

The Company and the Transferor Company shall have permission to apply in relation to this Order.

Service of order

The Court has provided a sealed copy of this order to the serving party: Slaughter and May, One Bunhill Row, London, EC1Y 8YY, United Kingdom, Solicitors to the Claimants.