

CB01

Notice of a cross border merger involving a UK registered company



A1IS5PBM

A28 03/10/2012 #183
COMPANIES HOUSE
A54 27/09/2012 #361
COMPANIES HOUSE
A11/CBAN
A20 25/09/2012 #190
COMPANIES HOUSE

WEDNESDAY

☒ **What this form is for**
You may use this form
to give notice of a cross border
merger between two or more
limited companies (including a
UK registered company)

☐ **What this form is NOT**
You cannot use this form
to give notice of a cross border
merger between companies outside
the European Economic Area

Part 1 Company details

Company number of
UK merging company 0 2 8 0 8 8 8 7

Company name in
full of UK merging
company Club Via Limited

→ **Filing in this form**
Please complete in typescript, or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

Part 2 Merging companies

Please use **Section A1** and **Section B1** to fill in the details for each merging
company (including UK companies) Please use a CB01 continuation page to
enter the details of additional merging companies

A1 Merging company details¹

| | |
|---|--|
| Full company name | Club Via Limited |
| Registered number ² | 0 2 8 0 8 8 8 7 |
| | Please enter the registered office address |
| Building name/number | Citrus House |
| Street | Caton Road |
| Post town | Lancaster |
| County/Region | Lancashire |
| Postcode | L A 1 3 U A |
| Country | United Kingdom |
| Legal form and law ³ | UK Limited Liability Company |
| Member state and registry ⁴ | United Kingdom |

1 Merging Company details
Please use Section B1 to enter
the details of the second merging
company

2 Registered number
Please give the registered number
as it appears in the member
state registry

3 Legal entity and governing law
Please enter the legal form and law
which applies to the company

4 Member state and registry
For non-UK companies, please enter
the name of the member state and
the name and address of the registry
where documents are kept

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B1 Merging company details^①

| | |
|--|--|
| Full company name | Octopus Liegenschaftsverwaltungsgesellschaft m b H |
| Registered number ^② | F N 8 0 6 1 6 d |
| | Please enter the registered office address |
| Building name/number | Alpineweg 142 |
| Street | |
| Post town | Rohrmoos 8970 |
| County/Region | |
| Postcode | |
| Country | Austria |
| Legal form and law ^③ | A limited liability single shareholder company incorporated under Austrian Law |
| Member state and registry ^④ | Austria, Regional Court Leoben, Companies Register, Dr Hanns Groß-Straße 7, 8070 Leoben, Austria |

① Merging Company details
Please use a CB01 continuation page to enter the details of additional merging companies

② Registered number
Please give the registered number as it appears in the member state registry

③ Legal entity and governing law
Please enter the legal form and law which applies to the company

④ Member state and registry
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

Part 3 Details of meetings^⑤

If applicable, please enter the date, time and place of every meeting summoned under regulation 11 (power of court to summon meeting of members or creditors)

| Details of meeting | |
|--------------------|--|
| Date | d d m m y y y y 0 3 1 2 2 0 1 2 |
| Time | 09 30 |
| Place | DLA Piper, Schottenring 14, 1010 Vienna, Austria |
| Details of meeting | |
| Date | d d m m y y y y |
| Time | |
| Place | |
| Details of meeting | |
| Date | d d m m y y y y |
| Time | |
| Place | |
| Details of meeting | |
| Date | d d m m y y y y |
| Time | |
| Place | |

⑤ Details of meetings
For additional meetings held under regulation 11, please use a CB01 continuation page

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Part 4 Terms of merger and court orders

C1 Terms of merger

You must either

- enclose a copy of the draft terms of merger, or,
- give details (below) of a website on which the draft terms are available ¹

Website address

www.diamondresorts.com

¹ Draft terms of merger on a website

In order to be able to give notice of draft terms of merger on a website, the following conditions must be met

- the website is maintained by or on behalf of the UK merging company,
- The website identifies the UK merging company,
- no fee is required to access the draft terms of merger;
- the draft terms of merger remain available on the website throughout the period beginning one month before and ending on the date of the first meeting of members

C2 Court orders

If applicable, you must enclose a copy of any court order made where the court has summoned a meeting of members or creditors

Part 5 Signature

D1 Signature

I am signing this form on behalf of the UK merging company

Signature

Signature

X


Susan Crook


X

This form may be signed by a director of the UK merging company on behalf of the Board


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| | |
|--|------------------|
|  Presenter information | |
| You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record. | |
| Contact name | Alan Kaminski |
| Company name | DLA Piper UK LLP |
| Address | |
| Victoria Square House | |
| Victoria Square | |
| Post town | |
| Birmingham | |
| County/Region | |
| Postcode | B 2 4 D L |
| Country | |
| United Kingdom | |
| DX | 13022 Birmingham |
| Telephone | 08700 111 111 |

| |
|--|
|  Checklist |
| We may return forms completed incorrectly or with information missing |
| Please make sure you have remembered the following |
| <input type="checkbox"/> The company name and number of the UK merging company match the information held on the public Register |
| <input type="checkbox"/> You have completed the details of each merging company in Part 2 |
| <input type="checkbox"/> You have completed Part 3 |
| <input type="checkbox"/> You have completed Part 4 (if applicable) |
| <input type="checkbox"/> You have enclosed the relevant documents |
| <input type="checkbox"/> You have signed the form in Part 5 |

| |
|--|
|  Important information |
| Please note that all information on this form will appear on the public record |
|  Where to send |
| You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below |
| For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff |
| For companies registered in Scotland The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post) |
| For companies registered in Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1 |

| |
|---|
|  Further information |
| For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk |
| This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk |

Claim No. 7113 of 2012

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

REGISTRAR BARBER

17 SEPTEMBER 2012

IN THE MATTER OF CLUB VIA LIMITED

AND

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



ORDER

UPON THE APPLICATION by claim form dated 12 September 2012 of Club Via Limited ("**Company**") whose registered office is at Citrus House, Caton Road, Lancaster, Lancashire, LA1 3UA

AND UPON HEARING counsel for the Company.

AND UPON READING the claim form and the evidence

IT IS ORDERED that the Company have permission to convene a meeting of its sole shareholder ("**Meeting**") for the purpose of considering and if thought fit approving with or without modification the draft terms of merger in relation to the proposed cross-border merger between the Company and Octopus Liegenschaftsverwaltungsgesellschaft m b H (a company incorporated under Austrian law and registered in Rohrmoos-Untertall, Austria).

AND IT IS ORDERED that the meeting be convened and held in accordance with the Articles of Association of the Company or in such other manner as the sole shareholder

of the Company may agree (subject always to the provisions of the Companies (Cross Border Mergers) Regulations 2007.

AND THE CLAIM FORM is hereby adjourned to a date to be fixed.

