In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

CB01

Notice of a cross border merger involving a UK registered company



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 fo You cannot use this form to notice of a cross border me between companies outside European Economic Area (Es



A28 03/10/2012 COMPANIES HOUSE

A20

#190

COMPANIES HOUSE *A117CBX7*

25/09/2012

#188

	COMPANIES HOUSE	
4 8	→ Filling in this form Please complete in typescript, or in bold black capitals	
Andalucian Realty Limited		
	specified or indicated by *	
ies		
ction B1 to fill in the details for each merging nies) Please use a CB01 continuation page to merging companies		
50		
	Merging Company details Please use Section B1 to enter the details of the second merging company Registered number	
4 8 _		
Please enter the registered office address Please give as it appear		
Citrus House		
Caton Road		
Lancaster		
Lancashire		
A	the name and address of the registry where documents are kept	
any		
	- -	
	iny	

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B1	Merging company details •			
Full company name	Octopus Liegenschaftsverwaltungsgesellschaft m b H	Merging Company details Please use a CB01 continuation page to enter the details of additional merging companies Registered number Please give the registered number		
Registered number @	F N 8 0 6 1 6 d Please enter the registered office address.			
Building name/number	Alpineweg 142	as it appears in the member state registry		
Street		● Legal entity and governing law Please enter the legal form and law which applies to the company		
Post town	Rohrmoos 8970	O Member state and registry For non-UK companies, please enter the name of the member state and the name and address of the registry		
County/Region				
Postcode		where documents are kept		
Country	Austria			
Legal form and law 9	A limited liability single shareholder company incorporated under	-		
	Austrian Law			
Member state and registry •	Austria, Regional Court Leoben, Companies Register, Dr Hanns			
	Groß-Straße 7, 8070 Leoben, Austria			
Part 3	Details of meetings®			
	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 meetings For additional meetings held under regulation 11, please use a CB01		
	Details of meeting	continuation page		
Date	0 3 T 2 12 1/2 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			
Time				
Place				
	Details of meeting			
Date	d d m m y y y			
Time				
Place				
'				

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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 •	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	
Website address	www diamondresorts com	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 of 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 This form may be signed by a director of the UK merging company on behalf of		
	the Board		

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Presenter information	Important 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	Please note that all information on this form will appear on the public record	
visible to searchers of the public record	✓ Where to send	
Contact name Alan Kamınskı	You may return this form to any Companies House	
Company name DLA Piper UK LLP	address, however for expediency we advise you to return it to the appropriate address below	
Address Victoria Square House	For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ	
Victoria Square	DX 33050 Cardiff	
Post town Birmingham County/Region	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)	
Country United Kingdom	For companies registered in Northern Ireland	
13022 Birmingham 08700 111 111	The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG	
✓ Checklist	DX 481 N R Belfast 1	
We may return forms completed incorrectly or with information missing	7 Further information	
Please make sure you have remembered the following The company name and number of the UK merging company match the information held on the public Register You have completed the details of each merging company in Part 2 You have completed Part 3 You have completed Part 4 (if applicable) You have enclosed the relevant documents You have signed the form in Part 5	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	

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

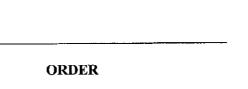
REGISTRAR BARBER

17 SEPTEMBER 2012

IN THE MATTER OF ANDALUCIAN REALTY LIMITED

AND

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



UPON THE APPLICATION by claim form dated 12 September 2012 of Andalucian Realty 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

