

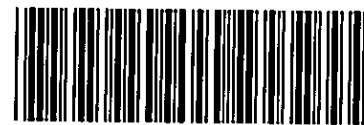
# CB01

## Notice of a cross border merger involving a UK registered company



Companies House

TUESDAY WEDNESDAY



\*A1IS5PAA\*

A28 03/10/2012 #177  
COMPANIES HOUSE  
21/09/2012 #379  
COMPANIES HOUSE  
A20 25/09/2012 #159  
COMPANIES HOUSE

☒ **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 for**  
You cannot use this form to  
give notice of a cross border merger  
between companies outside the  
European Economic Area (EEA)

### Part 1 Company details

Company number of  
UK merging company 0 3 1 0 2 2 5 6

Company name in  
full of UK merging  
company Diamond Resorts Holidays Limited

→ **Filling 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 details<sup>1</sup>

Full company name Diamond Resorts Holidays Limited

Registered number<sup>2</sup> 0 3 1 0 2 2 5 6

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<sup>3</sup> UK Limited Liability Company

Member state and  
registry<sup>4</sup> 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<sup>①</sup>**

Full company name	Octopus Liegenschaftsverwaltungsgesellschaft m b H
Registered number <sup>②</sup>	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 <sup>③</sup>	A limited liability single shareholder company incorporated under Austrian Law
Member state and registry <sup>④</sup>	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<sup>⑤</sup>**

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	03 12 2012
Time	09 30
Place	DLA Piper, Schottenring 14, 1010 Vienna, Austria
Details of meeting	
Date	
Time	
Place	
Details of meeting	
Date	
Time	
Place	
Details of meeting	
Date	
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

<b>C1</b>	<b>Terms of merger</b>	
	<p>You must either</p> <ul style="list-style-type: none"><li>- enclose a copy of the draft terms of merger,</li><li>or,</li><li>- give details (below) of a website on which the draft terms are available ❶</li></ul>	<b>❶ Draft terms of merger on a website</b> In order to be able to give notice of draft terms of merger on a website, the following conditions must be met <ul style="list-style-type: none"><li>- the website is maintained by or on behalf of the UK merging company,</li><li>- The website identifies the UK merging company,</li><li>- no fee is required to access the draft terms of merger,</li><li>- 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.</li></ul>
Website address	<p>www.diamondresorts.com</p>	

<b>C2</b>	<b>Court orders</b>	
	<p>If applicable, you must enclose a copy of any court order made where the court has summoned a meeting of members or creditors</p>	

## Part 5 Signature

<b>D1</b>	<b>Signature</b>	
	<p>I am signing this form on behalf of the UK merging company</p>	
Signature	<p>Signature</p> <p>X <i>Susan Crook</i> X</p>	
	<p>This form may be signed by a director of the UK merging company on behalf of the Board</p>	

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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

- ☐ 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



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

**Claim No. 7118 of 2012**

**IN THE HIGH COURT OF JUSTICE**

**CHANCERY DIVISION**

**COMPANIES COURT**

**REGISTRAR BARBER**

**17 SEPTEMBER 2012**

**IN THE MATTER OF DIAMOND RESORTS HOLIDAYS LIMITED**

**AND**

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



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**ORDER**

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**UPON THE APPLICATION** by claim form dated 12 September 2012 of Diamond Resorts Holidays 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

