CB01

Notice of a cross border merger involving a UK registered company

WEDNESDAY

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A28	03/10/2012	#207
	COMPANIES HOUSE	

COMPANIES HOUSE

A1I7CBQ0

A20	25/09/2012	#156
	COMPANIES HOUSE	

Part 1 — Company details

Company number of UK merging company	0 3 7 9 3 9 4 8
Company name in full of UK merging company	GVC Nominee 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 ❶

Full company name	GVC Nominee Limited
Registered number ❷	0 3 7 9 3 9 4 8
	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 ❸	UK Limited Liability Company
Member state and registry ❹	United Kingdom

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

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

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

❹ **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 ❶	
Full company name	Octopus Liegenschaftsverwaltungsgesellschaft m b H	**❶ Merging Company details** Please use a CB01 continuation page to enter the details of additional merging companies.
Registered number ❷	F N 8 0 6 1 6 d	**❷ Registered number** Please give the registered number as it appears in the member state registry
	Please enter the registered office address.	
Building name/number	Alpineweg 142	**❸ Legal entity and governing law** Please enter the legal form and law which applies to the company
Street		
Post town	Rohrmoos 8970	**❹ 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
County/Region		
Postcode		
Country	Austria	
Legal form and law ❸	A limited liability single shareholder company incorporated under Austrian Law	
Member state and registry ❹	Austria, Regional Court Leoben, Companies Register, Dr Hanns Groß-Straße 7, 8070 Leoben, Austria	

Part 3 — Details of meetings ❺

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)

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

Details of meeting
Date	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
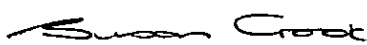| Date	d d m m y y y y
Time	
Place	

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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 ❶

Website address

www diamondresorts com

❶ **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

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Part 5 Signature

D1 Signature

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

Signature

Signature

X ~~Susan Croot~~ X

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

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✔ 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

ℹ 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

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

REGISTRAR BARBER

17 SEPTEMBER 2012

IN THE MATTER OF GVC NOMINEE LIMITED

AND

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

ORDER

UPON THE APPLICATION by claim form dated 12 September 2012 of GVC
Nominee 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

1 7 SEP 2012