

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** 



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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)

X What this form is You cannot use this notice of a cross bor between companies of European Economic Are



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03/10/2012

COMPANIES HOUSE

COMPANIES HOUSE

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25/09/2012

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		COMPANIES HOUSE
Part 1	Company details	
Company number of UK merging company	0 3 7 9 3 9 4 8	Filling in this form     Please complete in typescript, or in bold black capitals.  All fields are mandatory unless
Company name in full of UK merging	VC Nominee Limited	
company		specified or indicated by *
Part 2	Merging companies	
	Please use <b>Section A1</b> and <b>Section B1</b> 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 •	
Full company name	GVC Nominee Limited	Merging Company details     Please use Section B1 to enter
		the details of the second merging company
Registered number 🥹	0 3 7 9 3 9 4 8	Registered number     Please give the registered number     as it appears in the member     state registry
	Please enter the registered office address	
Building name/number	Citrus House	
Street	Caton Road	Degal entity and governing law     Please enter the legal form and law which applies to the company
Post town	Lancaster	• 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	Lancashire	
Postcode	LA13UA	
Country	United Kingdom	
Legal form and law €	UK Limited Liability Company	
Member state and registry •	United Kingdom	<del>-</del>   
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# CB01 Notice of a cross border merger involving a UK registered company

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 2	F N 8 0 6 1 6 d	Registered number     Please give the registered number     as it appears in the member     state registry      Legal entity and governing law     Please enter the legal form and law     which applies to the company      Member state and registry     For non-UK companies, please enter     the name of the member state and     the name and address of the registry
	Please enter the registered office address.	
Building name/number	Alpıneweg 142	
Street		
Post town	Rohrmoos 8970	
County/Region		
Postcode		where documents are kept
Country	Austria	
Legal form	A limited liability single shareholder company incorporated under	
and law 9	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)	O Details of meetings For additional meetings held under regulation 11, please use a CB01
	Details of meeting	continuation page
Date	03 1201/2	
Time	09 30	
Place	DLA Piper, Schottenring 14, 1010 Vienna, Austria	
	Details of meeting	
Date		
Time		
Place	Paralle of the state of the sta	
D-4-	Details of meeting	
Date	d d m m y y y	
Time		
Place	Datable of matter	
Date	Details of meeting	
DateTime		
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 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		
	This form may be signed by a director of the UK merging company on behalf of the Board		

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### Important information **Presenter information** You do not have to give any contact information, but if Please note that all information on this form will you do it will help Companies House if there is a query appear on the public record on the form The contact information you give will be visible to searchers of the public record Where to send 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 For companies registered in England and Wales Victoria Square House The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ Victoria Square DX 33050 Cardiff For companies registered in Scotland Birmingham The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF Postcode DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post) Country United Kingdom For companies registered in Northern Ireland 13022 Birmingham The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, 08700 111 111 Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1 Checklist We may return forms completed incorrectly or Further information with information missing For further information, please see the guidance notes Please make sure you have remembered the on the website at www companieshouse goviuk following or email enquiries@companieshouse gov uk ☐ The company name and number of the UK merging company match the information held on the This form is available in an public Register ☐ You have completed the details of each merging alternative format. Please visit the company in Part 2 ☐ You have completed Part 3 forms page on the website at ☐ You have completed Part 4 (if applicable) www.companieshouse.gov.uk You have enclosed the relevant documents You have signed the form in Part 5

Claim No. 7131 of 2012

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



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, Lancashure, 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

