

CB01

Notice of a cross border merger involving a UK registered company



Companies House



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 A28 03/10/2012 #187
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 A20 25/09/2012 #161
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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)

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 4 3 3 9 5 5 1

Company name in full of UK merging company: Diamond Resorts Clubs (Europe) 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 1

Full company name	Diamond Resorts Clubs (Europe) Limited
Registered number 2	0 4 3 3 9 5 5 1
	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 details¹	
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 meetings⁵

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	
	<p>You must either</p> <ul style="list-style-type: none">- enclose a copy of the draft terms of merger,or,- give details (below) of a website on which the draft terms are available ❶	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
Website address	<p>www.diamondresorts.com</p>	

C2	Court orders	
	<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

D1	Signature	
	<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 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. 7116 of 2012

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

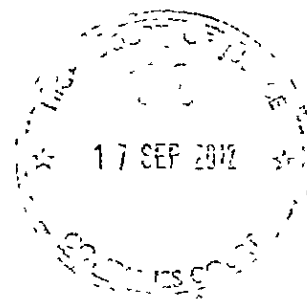
REGISTRAR BARBER

17 SEPTEMBER 2012

IN THE MATTER OF DIAMOND RESORTS CLUBS (EUROPE) LIMITED

AND

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



ORDER

UPON THE APPLICATION by claim form dated 12 September 2012 of Diamond Resorts Clubs (Europe) 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

