



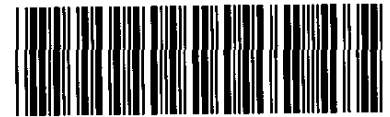
IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
INSOLVENCY AND COMPANIES LIST (ChD)
COMPANIES COURT

MR JUSTICE FANCOURT

Tuesday 24 November 2020

CR-2020-004200

WEDNESDAY



A05 *A9ILHSZT* 25/11/2020 #34
COMPANIES HOUSE

IN THE MATTER OF MATADOR INFRASTRUCTURE UK LTD

-and-

IN THE MATTER OF GS GLOBAL INFRASTRUCTURE PARTNERS I B.V.

-and-

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

ORDER

UPON THE APPLICATION by Part 8 Claim Form dated 13 November 2020 ("**the Claim Form**") of the above-named Matador Infrastructure UK Ltd with company number 11281796 whose registered office is situated at New Broad Street House, 35 New Broad Street, London, United Kingdom, EC2M 1NH and GS Global Infrastructure Partners I B.V. whose registered office is at Herikerbergweg 88, 1101 CM Amsterdam, the Netherlands (together the "**Claimants**") for an order under Regulation 16 of the Companies (Cross-Border Mergers) Regulations 2007 (the "**Regulations**");

AND UPON HEARING Andrew Thornton, QC, Counsel for the Claimants, via
Microsoft Teams

AND UPON READING the Claim Form and the evidence;

IT IS ORDERED THAT pursuant to Regulation 16 of the Regulations the final completion of the cross-border merger between (i) Matador Infrastructure UK Ltd and (ii) GS Global Infrastructure Partners I B.V., with Matador Infrastructure UK Ltd as the surviving entity (the "**Cross-Border Merger**") be approved for the purposes of Article 128, Chapter II, Title II of Directive (EU) 2017/1132 on cross-border mergers of limited liability companies; and

AND IT IS FURTHER ORDERED THAT:

- (1) the consequences of the Cross-Border Merger set out in Regulation 17 of the Regulations shall have effect at 00:01 London time on 16 December 2020 ("the Effective Time") provided that, in the event that the national merger between GS Global Infrastructure Partners I B.V. and Matador Infra B.V. referred to in paragraph 5.2 of the Draft Terms of Merger dated 8 August 2020 shall not have taken effect prior to the Effective Time, the consequences of the Cross-Border Merger shall never take effect; and
- (2) in the event that the Cross-Border Merger does not take effect, the Claimants shall notify the Court forthwith.

Service of the order

The court has provided a sealed copy of this order to the serving party:

Fried, Frank, Harris, Shriver & Jacobson (London) LLP

100 Bishopsgate, London, EC2N 4AG

Solicitors for the Claimant