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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002016/J/16
CROSS BORDER MERGER GAZETTE
20th April 2016

European Communities (Cross Border Merger) Regulations 2008

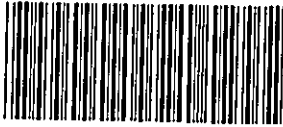
Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 14 April 2016, concerning the proposed merger between the following companies:

Metlife Europe Limited (registered in Ireland No. 415123) and

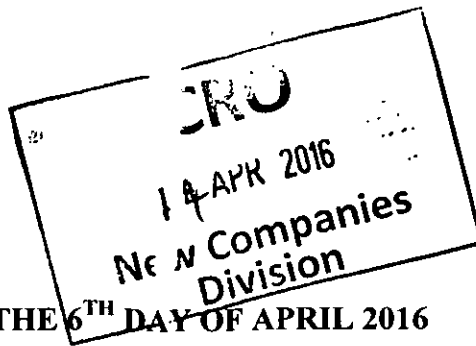
Metropolitan Life Asigurari S.A.(registered with the Bucharest Trade Registry under no.J40/9186/199, sole registration code 12295479)

A copy of the court order is attached.

Registrar of Companies



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THE HIGH COURT

COMMERCIAL

2016 No. 80 COS

(2016 No. 29 COM)

WEDNESDAY THE 6TH DAY OF APRIL 2016

BEFORE MR JUSTICE MCGOVERN

IN THE MATTER OF METLIFE EUROPE LIMITED

AND IN THE MATTER OF METLIFE EUROPE LIMITED AND

METROPOLITAN LIFE ASIGURARI S.A.

AND IN THE MATTER OF AN APPLICATION UNDER REGULATION 14

OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)

REGULATIONS 2008 BY METLIFE EUROPE LIMITED AND

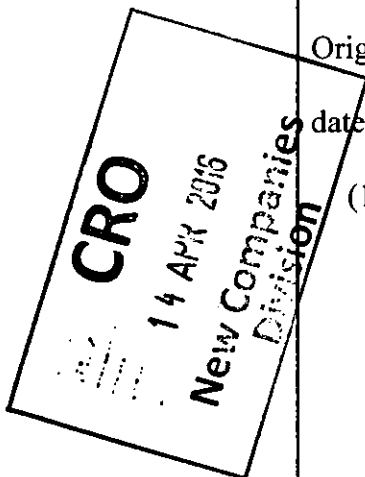
METROPOLITAN LIFE ASIGURARI S.A.

Upon Motion of Counsel for the above-named MetLife Europe Limited (“**MetLife Europe**”) and Metropolitan Life Asigurari S.A. (“**MetLife Romania**”) coming on for hearing on this 6th day of April 2016 pursuant to Originating Notice of Motion herein dated the 8th day of March 2016 and Order dated the 14th day of March 2016 for the following further reliefs:

- (1) An Order of the Court pursuant to Regulation 14 of the Regulations confirming the scrutiny of the legality of the cross-border merger as regards that part of the procedure which concerns the completion of the cross-border merger and specifying, pursuant to Regulation 14(4) of the Regulations, the date on which the merger is to take effect;
- (2) Such further or other orders as to the Honourable Court may appear necessary or appropriate

And the matter coming on for hearing on this 6th day of April 2016

in the presence of Counsel for the Applicants



And on reading the said Originating Notice of Motion, the First and Second Affidavits of Nicolas Hayter each filed on the 8th day of March 2016, the Affidavit of Lukas Ziewer filed on the 1st day of April 2016, and the documents and exhibits referred to in the said Affidavits, the Certificate as to Appearances dated the 6th day of April 2016, and the said Order dated the 14th day of March 2016

And there being no appearance on behalf of the Central Bank of Ireland or any other person

And on hearing the said Counsel

THE COURT DOETH CONFIRM scrutiny of the legality of the cross- border merger as regards that part of the procedure which concerns the completion of the cross border merger and doth specify the time of 05:02 Irish Standard Time on the 1st day of May 2016 as the time, and date, on which the merger is to have effect

Under Regulation 19(1) of the European Communities (Cross border Mergers) Regulations 2008 and in accordance with section 1.7 of the common draft terms of the cross-border merger the consequences of the merger are that at 05:02 Irish Standard Time on the 1st day of May 2016, the following will take effect:

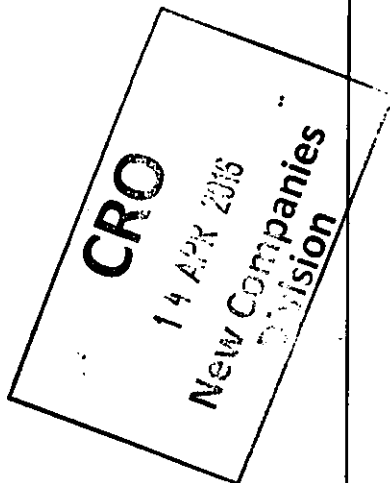
- (a) all the assets and liabilities (including without limitation all capital and reserves) of MetLife Romania excluding those relating to the Non-Life Insurance Business (as defined in the common draft terms of merger exhibited as "NH4" to the First Affidavit of Nicolas Hayter each filed on the 8th day of March 2016) which will have already transferred to MetLife Europe Insurance Limited ("MEIL") will be transferred to MetLife Europe;
- (b) MetLife Romania will be dissolved without going into liquidation;
- (c) all legal proceedings pending by or against MetLife Romania, excluding those which relate to the Non-Life Insurance Portfolio (as defined in the

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common draft terms of merger exhibited as "NH4" to the First Affidavit of Nicolas Hayter each filed on the 8th day of March 2016) which will have already been transferred to MEIL, shall be continued with the substitution, for MetLife Romania, of MetLife Europe as a party;

- (d) the rights and obligations arising from the contracts of employment of MetLife Romania will be transferred to MetLife Europe;
- (e) every contract, agreement or instrument to which MetLife Romania is a party, excluding those which relate to the Non-Life Insurance Portfolio which will have already been transferred to MEIL, shall, notwithstanding anything to the contrary contained in that contract, agreement or instrument, be construed and have effect as if:
 - (i) MetLife Europe had been a party thereto instead of MetLife Romania;
 - (ii) for any reference (however worded and whether express or implied) to MetLife Romania there was substituted a reference to MetLife Europe; and
 - (iii) any reference (however worded and whether express or implied) to the directors, officers, representatives or employees of MetLife Romania, or any of them, was, respectively, a reference to the directors, officers, representatives or employees of MetLife Europe or to such director, officer, representative or employee of MetLife Europe as MetLife Europe nominates for the purpose or, in default of nomination, to the director, officer, representative or employee of MetLife Europe who corresponds as nearly may be to the first-mentioned director, officer, representative or employee;
- (f) every contract, agreement or instrument to which MetLife Romania is a party, excluding those which relate to the Non-Life Insurance Portfolio



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which will have already transferred to MEIL, becomes a contract, agreement or instrument between MetLife Europe and the counterparty with the same rights, and subject to the same obligations, liabilities and incidents (including rights of set-off), as would have been applicable thereto if that contract, agreement or instrument has continued in force between MetLife Romania and the counterparty, and any money due and owing (or payable) by or to MetLife Romania under or by virtue of any such contract, agreement or instrument shall become due and owing (or payable) by or to MetLife Europe instead of MetLife Romania; and

- (g) an offer or invitation to treat made to or by MetLife Romania before 05:02 Irish Standard Time on the 1st day of May 2016 shall be construed and have effect, respectively, as an offer or invitation to treat made to or by MetLife Europe.

AND THE COURT DOTH DIRECT that in accordance with Order 75, rule 26(5) of the Rules of the Superior Courts an attested copy of this Order be sent by the Registrar of the Court to the Registrar of Companies by pre-paid registered post

**NIAMH DERMODY
REGISTRAR**

Date of Perfection: 08 APRIL 2016

McCann FitzGerald,
Solicitors for the Joint Applicants

A COPY WHICH I ATTEST

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FOR REGISTRAR

