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COMPANIES REGISTRATION OFFICE  
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# **Gazette**

**ISSUE ID:00002018/J/48**

**CROSS BORDER MERGER GAZETTE**

**28th November 2018**

### **European Communities (Cross Border Merger) Regulations 2008**

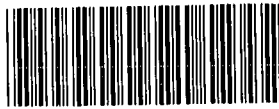
Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 21 November 2018, concerning the proposed merger between the following companies:

Bank of America Merrill Lynch International Designated Activity Company (registered in Ireland Company No.229165) and

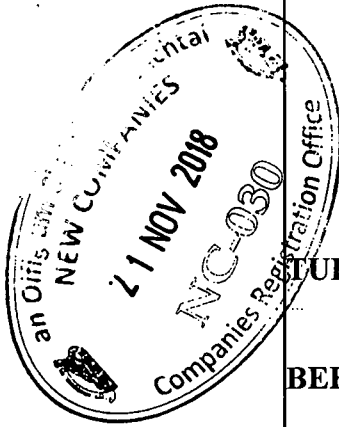
Bank of America Merrill Lynch International Limited. Registered with the United Kingdom Companies House under the number 01009248

A copy of the court order is attached.

Registrar of Companies



7447641



TUESDAY THE 20<sup>th</sup> DAY OF NOVEMBER 2018

BEFORE MR JUSTICE HAUGHTON

IN THE MATTER OF AN APPLICATION UNDER REGULATIONS 13  
AND 14 OF THE EUROPEAN COMMUNITIES (CROSS-BORDER  
MERGERS) REGULATIONS 2008

AND IN THE MATTER OF BANK OF AMERICA MERRILL LYNCH  
INTERNATIONAL DESIGNATED ACTIVITY COMPANY AND BANK OF  
AMERICA MERRILL LYNCH INTERNATIONAL LIMITED

Applicants

Upon Motion of Counsel for the Applicants, Bank of America Merrill  
Lynch International Designated Activity Company and Bank Of America Merrill  
Lynch International Limited, pursuant to Originating Notice of Motion herein  
dated the 11<sup>th</sup> day of July 2018 for the following reliefs:

1. On behalf of Bank of America Merrill Lynch International Designated Activity Company (“BAMLI DAC”), an order and certificate pursuant to Regulation 13 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the “Regulations”) certifying proper completion by BAMLI DAC of each of the pre-merger requirements in the Regulations in respect of a proposed cross-border merger with Bank of America Merrill Lynch International Limited (“BAMLI Limited”) (the “Merger”), and, specifically, proper completion of the pre-merger requirements provided for in Regulations 5, 6, 8, 9 and 10 of the Regulations (the “Regulation 13 Certificate”)

**THE HIGH COURT  
COMMERCIAL**

2. On behalf of both Applicants, an order pursuant to Regulation 14 of the Regulations confirming scrutiny of the legality of the Merger as regards that part of the procedure which concerns the completion of the Merger (the "Regulation 14 Order")
3. An order pursuant to Regulation 14(4) of the Regulations, specifying the time and date on which the Merger is to take effect at 01:01 on the 1<sup>st</sup> day of December 2018, or such other date or time as to this Honourable Court appears appropriate

Whereupon and on reading the aforementioned Originating Notice of Motion, the grounding Affidavit of Jennifer Taylor sworn on 9<sup>th</sup> day of July 2018, together with the exhibits thereto, the supporting Affidavit of Martin Butler sworn on 9<sup>th</sup> day of July 2018, the second Affidavit of Jennifer Taylor sworn on 16<sup>th</sup> day of November 2018, together with the exhibits thereto, including the advertisements made in accordance with the directions the Court of the 16<sup>th</sup> day of July 2018 (as varied on application of the Applicants on the 22<sup>nd</sup> day of October 2018), and the second supporting Affidavit of Martin Butler sworn on 16<sup>th</sup> day of November 2018

And there being no attendance in Court by or on behalf of any creditor or member of the Applicants or any other interested party

And on hearing Counsel for the Applicants

And the Court being satisfied that BAMLI DAC has completed properly the pre-merger requirements set out in the Regulations

The Court doth **CERTIFY** pursuant to Regulation 13 of Regulations, that Bank of America Merrill Lynch International Designated Activity Company has completed properly each of the pre-merger requirements in respect the Merger and, specifically, proper completion of the pre-merger requirements provided for in Regulations 5, 6, 8, 9 and 10 of the Regulations and **HEREBY DIRECTS** that a pre-merger certificate in the form prescribed by Order 75 Rule 21(8) of the Rules of the Superior Courts be issued as confirmation of such



**THE HIGH COURT  
COMMERCIAL**

And upon the Court hearing the application of the Applicants for an Order pursuant to Regulation 14 of the Regulations

And the Court being satisfied that that each of the matters set forth in Regulation 14(3) of the Regulations have been satisfied

**IT IS ORDERED AND CONFIRMED** that the Court has completed the scrutiny of the legality of the Merger as regards that part of the procedure which concerns the completion of the Merger pursuant to Regulation 14(1) of the Regulations

**AND IT IS FURTHER ORDERED** that the Merger shall take effect at 01:01am on the 1<sup>st</sup> day of December 2018

**AND IT IS FURTHER ORDERED** that pursuant to the Merger all of the assets and liabilities of Bank of America Merrill Lynch International Limited are transferred to Bank of America Merrill Lynch International Designated Activity Company, as successor company, whereupon Bank of America Merrill Lynch International Limited shall be automatically dissolved without going into liquidation

And the Court doth give the Applicants liberty to apply to the Court

**ANGELA BRENNAN  
REGISTRAR**

**Perfected 20 NOVEMBER 2018**

Arthur Cox  
Solicitors for the Applicants

**A COPY WHICH I ATTEST**

*Angela Brennan*  
.....  
**FOR REGISTRAR**



The Registrar of Companies,  
Companies Registration Office,  
Bloom House,  
Gloucester Place Lower,  
Dublin 1.

20 November 2018

In Re.



2018 No. 273 COS  
(2018 No. 95 COM)

**IN THE MATTER OF AN APPLICATION UNDER REGULATIONS 13 AND  
14 OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)  
REGULATIONS 2008**

**AND IN THE MATTER OF BANK OF AMERICA MERRILL LYNCH  
INTERNATIONAL DESIGNATED ACTIVITY COMPANY AND BANK OF  
AMERICA MERRILL LYNCH INTERNATIONAL LIMITED**

**Applicants**

Dear Registrar,

Pursuant to Order 75 Rule 22(5) of the Rules of the Superior Courts, please find enclosed an attested copy of an Order made on 20 November 2018 in the High Court in the above matter under Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended).

Yours faithfully,

A handwritten signature in cursive script that reads "Angela Brennan".

Angela Brennan  
Registrar  
High Court

Encl/

cc: Arthur Cox Earlsfort Terrace Dublin 2, Ireland