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COMPANIES REGISTRATION OFFICE  
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# **Gazette**

**ISSUE ID:0002013/H/44**  
**CROSS BORDER MERGER GAZETTE**  
**30 October 2013**

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

Notice is hereby given that in accordance with Regulation 8 of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 23 October 2013 of a proposed merger between the following companies:

Zurich Insurance Public Limited Company (registered in Ireland Company number 13460.)

And

Zurich Consortium Societa Consortile a Responsabilita registered at the Commercial Register of Milan, Italy under registration number 07084820963.

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 5.00 pm at the registered office of , Zurich Insurance Public Limited Company, Zurich House, Ballsbridge Park, Dublin 4

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Zurich Insurance Public Limited Company, Zurich House, Ballsbridge Park, Dublin 4

Registrar of Companies

**Draft terms of formation of Cross-Border Merger involving an Irish registered company**  
 Regulation 8 (1) of the European Communities (Cross-Border Mergers) Regulations 2008  
 S249A Companies Act 1990 (inserted by s107 Company Law Enforcement Act 2001)  
 Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002



**5942265**



CRO receipt date stamp

Companies Acts 1963 to 2012

**CBM1**

Company number

1 3 4 6 0

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

**Company name**

*in full*

Zurich Insurance plc

Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

**Type of merger**

*note one*

By acquisition  By formation of a new company  By absorption

**Company details**

*note two*

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

Zurich House, Ballsbridge Park, Dublin 4

Information relating to the Company is kept by the Registrar under registered number:

1 3 4 6 0

Legal form and law which governs the company:

Public limited company under the Companies Act 1963 - 2012 and governed by Irish law

**Certification**

*note three*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

Richard Michael Reid

Date

22/10/2013

**Presenter details**

*note four*

Name

Jim Harper

Address

Zurich Insurance plc, La Touche House (3rd floor), IFSC, Dublin 1

DX number

DX exchange

Telephone number

016174650

Fax number

Email

jim.harper@zurich.com

Reference number

**Particulars of the company's arrangements for exercise of the rights of creditors and members**

**Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:**

Pursuant to Article 15 of the European Communities (Cross-Border Mergers) Regulations 2008 (the "Regulations"), any creditor of Zurich Insurance plc ("ZIP") that is entitled to any debt or claim against ZIP on the date of publication of this notice is entitled to be heard by the Irish High Court when it confirms the effectiveness of the merger pursuant to Article 14 of the Regulations.
Any such creditor who has a concern that they will be unfairly prejudiced by the merger should: (i) give notice to A&L Goodbody Solicitors, IFSC, North Wall Quay, Dublin 1 before 5pm on 28 February 2014 of his/her/its intention to appear at the hearing for the Court scrutiny of the merger; (ii) indicate in such notice the grounds upon which the creditor would be unfairly prejudiced; and (iii) set out the merits for his/her/its claim in an affidavit to be filed with the High Court and served on A&L Goodbody Solicitors before 5pm on 28 February 2014. Any unresolved representations received from creditors shall be brought to the attention of the High Court.
The shareholders of ZIP who are entitled to the beneficial interest in their shareholding are all companies in the Zurich Insurance group of companies, the ultimate parent undertaking of which is Zurich Insurance Group Ltd. Accordingly, there are no minority shareholders holding a beneficial interest in ZIP whose rights need to be provided for.

**Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:**

Zurich Insurance plc, Zurich House, Ballsbridge Park, Dublin 4, Ireland (Ref: Company Secretary)

**Particulars of other merging companies**

Name of Company:

Zurich Consortium Società Consortile a Responsabilità Limitata

The registered office of the company:

23 Via Benigno Crespi, 20159 Milan, Italy

Legal form of the company and the law by which it is governed:

Limited liability company (società consortile a responsabilità limitata) governed by Italian law

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

Pursuant to the relevant provisions of Italian legislation, creditors of Zurich Consortium Società Consortile a Responsabilità Limitata ("Consortium") are entitled to be provided with security for their claims by Consortium provided they can evidence that the merger puts fulfillment of their claims at risk. In accordance with Italian law, any such creditor can oppose the merger by asking the Italian Civil Court to confirm that the debt should be settled directly by Consortium before the merger takes effect. Such opposition must be made within 60 days of the date on which the shareholders resolution of Consortium (approving the Common Draft Terms relating to the proposed merger) is filed with the Italian Commercial Register.
Full information on the arrangements for the exercise of the rights of creditors of Consortium may be obtained free of charge from Consortium at the address indicated below.
The sole shareholder of Consortium is Zurich Insurance plc. Accordingly, there are no minority shareholders in Consortium whose rights need to be provided for.

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

23 Via Benigno Crespi, 20159 Milan, Italy (Ref: Head Corporate Secretariat)

If the Company is an Irish Company, information relating to the Company is kept by the Registrar under registered number:

*note one*

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If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:

Commercial Register of Milan, Italy under registration number 07084820963

**Particulars of other  
merging companies**

Name of Company:


The registered office of the company:


Legal form of the company and the law by which it is governed:


Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*


Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:


If the Company is an Irish Company, information relating to the Company is kept by the Registrar under registered number:

*note one*

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If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


## NOTES ON COMPLETION OF FORM CBM1

These notes should be read in conjunction with the relevant legislation.

**General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed.

Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 and does not include a company registered in Northern Ireland.

**note one** Please tick the relevant box.

**note two** Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at [www.core.ie](http://www.core.ie).

**note three** This form must be certified by a director of the company on behalf of the Board.

**note four** This section must be completed by the person who is presenting Form CBM1 to the CRO. This may be either the applicant or a person on his/her behalf.

**note five** Where space is considered inadequate, a continuation sheet should be completed, in the same format as the relevant section.

## Further information

**CRO address** When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

Please *carefully* study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [Info@cro.ie](mailto:Info@cro.ie)