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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002015/J/10
CROSS BORDER MERGER GAZETTE

11th March 2015

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 03-MAR-15 AND 10-MAR-15							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
372618	Markel Europe Public Limited Company	CBM1	03/03/2015				
398357	AHR Capital Limited	CBM1	06/03/2015				

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 3 March 2015 of a proposed merger between the following companies:

Markel Europe Public Limited Company (registered in Ireland Company number 372618)
and

Markel International Insurance Company Limited Registered at the Register of Companies (England and Wales) under Company Number 00966670

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

The Common Draft Terms of the proposed merger are available for inspection between the business hours of 9.30 am and 5.00 pm at the registered office of Markel Europe Public Limited Company, 7/8 Wilton Terrace, Dublin 2

The Directors' Explanatory Report relating to the Merger is available for inspection between the business hours of 9.30 a.m. and 5.00 pm at the registered office of Markel Europe Public Limited Company, 7/8 Wilton Terrace, Dublin 2.

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



5848291

CRO receipt date stamp
 Companies Acts 1963 to 2013

CBM1

Company number

3 7 2 6 1 8

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

Company name
in full

MARKEL EUROPE PUBLIC LIMITED COMPANY

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.

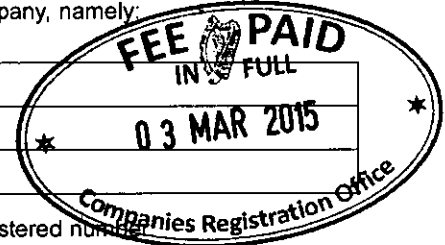
Type of merger
note one

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:

7/8 Wilton Terrace, Dublin 2



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

3 7 2 6 1 8

Legal form and law which governs the company:

Public Limited Company incorporated under the Companies Acts 1963-2013

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

Michelle Moore

Name *in block letters or typescript*

MICHELLE MOORE

Date

3 MARCH 2015

Presenter details
note four

Name

WILLIAM FRY

Address

First Floor, Fitzwilton House, Wilton Place, Dublin 2

DX number

DX exchange

Telephone number

01 639 5000

Fax number 01 639 5333

Email

niall.campbell@williamfry.ie

Reference number 021495.0003.JL/NPCA

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:

Markel Europe plc ("ME") currently has seven shareholders. A meeting of the shareholders will be held in April 2015 to consider the proposed merger. If the proposed merger becomes effective, all of the assets and liabilities of ME will transfer to Markel International Insurance Company Limited ("MIICL") pursuant to the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations") and the Companies (Cross-Border Mergers) Regulations 2007 (as amended) of the United Kingdom (the "UK Regulations"). The existing shareholders of ME will be issued with shares in MIICL in exchange for the assets and liabilities of ME. The shareholders of ME are Markel Capital Holdings Limited ("MCH"), which holds 99.9% of the shares in issue in its own name, together with six other nominee shareholders holding the remaining shares in issue for and on behalf of MCH. In this regard, there will not be any application to MIICL by dissenting shareholders of ME requesting that its shares in ME be acquired pursuant to Regulation 12 of the Regulations. Creditors of ME do not have a statutory right under the Regulations or the UK Regulations to make representations before the High Court of Ireland or the High Court of Justice of England and Wales in connection with the proposed merger. However, any unresolved written representations received from creditors of ME at the address below before 5.00pm on Friday 1 May 2015 (Irish Time) will be brought to the attention of the High Court of Ireland.

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:

Markel Europe plc
7/8 Wilton Terrace, Dublin 2

Particulars of other merging companies

Name of Company:

Markel International Insurance Company Limited

The registered office of the company:

20 Fenchurch Street, London, EC3M, 3AZ, England

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

Private company limited by shares

Governed by the laws of England and Wales

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

Markel International Insurance Company Limited ("MIICL") currently has a single shareholder. There are currently no minority shareholders in MIICL. A meeting of the sole shareholder of MIICL will be held in April 2015 to consider the proposed merger. If the proposed merger becomes effective, all assets and liabilities of ME will transfer to MIICL by operation of law pursuant to the Regulations and the UK Regulations. Regulation 11(1)(b) of the UK Regulations provides that the High Court of Justice of England and Wales has the power, on application under that Regulation, to order a meeting of the creditors or a class of creditors of MIICL for the purpose of getting approval of such creditors to the proposed merger. Any such meeting would be summoned in such manner as the court directs. In accordance with Regulation 11(2)(c) of the UK Regulations an application for a meeting of creditors may be made to the High Court of Justice of England and Wales on 1 June 2015 by any creditor of MIICL. Regulation 14 of the UK Regulations states that, if a meeting of creditors or a class of creditors is summoned under Regulation 11 of the UK Regulations, the draft terms of merger must be approved by a majority in number, representing 75% in value of the creditors or class of creditors, present and voting either in person or by proxy at the meeting. There is no expectation at this stage that: (i) an application will be made to the High Court of Justice of England and Wales by any creditors or any class of creditors; or (ii) that a meeting of creditors or class of creditors will be ordered by the High Court of Justice of England and Wales.

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:

20 Fenchurch Street, London, EC3M 3AZ, England

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:

The Registrar of Companies (England and Wales)

Companies House, Crown Way, Cardiff, CF14 3UZ, Wales

under company number: 00966670

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 1963-2013 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.

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 OR BY E-MAIL info@cro.ie

EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008 (STATUTORY INSTRUMENT 157 OF 2008) (AS AMENDED)

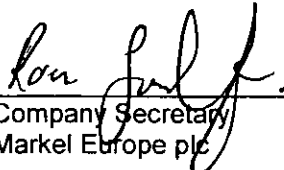
**MARKEL EUROPE PLC
Company No. 372618
(the "Company")**

CERTIFICATE

I hereby certify as follows, these statements being true and correct and the document(s) appended hereto being complete originals:

1. I am the Company Secretary of the Company.
2. Pursuant to Regulation 8 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations") Common Draft Terms of Merger in regard to the proposed merger by acquisition involving Markel International Insurance Company Limited ("MIICL") and the Company which has been signed and dated is attached to this Certificate.
3. Pursuant to Regulation 8 of the Regulations, a notice (in the form set out in Schedule 3 to the Regulations) which has been certified by a director of the Company on behalf of the Board of Directors of the Company and dated is attached to this Certificate.
4. The proposed cross-border merger will be a merger by acquisition as this term is used in the Regulations. It is proposed that, upon the effective date of the merger in accordance with Regulation 19 of the Regulations, the Company, as the transferor company, will be dissolved and the assets and liabilities of the Company shall stand transferred to MIICL (as well as such other occurrences as provided by Regulation 19 and the Regulations generally).
5. Copies of the Common Draft Terms of Merger, the Directors' Explanatory Report and waivers from the shareholders of each company in respect of the requirement for an independent expert's report are available for inspection in accordance with the requirements under the Regulations at the Company's registered office, namely 7/8 Wilton Terrace, Dublin 2. The aforesaid documents are the sole documents which are relevant for inspection purposes in regard to this proposed cross-border merger and the Regulations.

Date: 3 March 2015



Company Secretary
Markel Europe plc

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 6 March 2015 of a proposed merger between the following companies:

AHR Capital Limited (registered in Ireland Company number 398357) and

AHR Capital S.a.r.L. Registered at the Registre de Commerce et des Sociétés de Luxembourg under Number 0191020.

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

The Common Draft Terms of the proposed merger are available for inspection between the business hours of 10.00 am and 5.00 pm at the registered office of AHR Capital Limited, Custom House Plaza, Block 6, International Financial Services Centre, Dublin 1.

The Directors' Explanatory Report relating to the Merger is available for inspection between the business hours of 10.00 a.m. and 5.00 pm at the registered office of AHR Capital Limited, Custom House Plaza, Block 6, International Financial Services Centre, Dublin1.

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



5848627

CRO receipt date stamp
 Companies Acts 1963 to 2013

CBM1

Company number

3 9 8 3 5 7

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

Company name
in full

AHR Capital Limited

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:

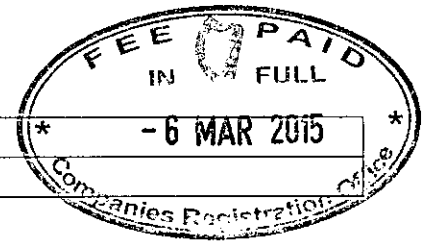
Custom House Plaza, Block 6,
 International Financial Services Centre, Dublin 1

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

3 9 8 3 5 7

Legal form and law which governs the company:

Single member private company limited by shares
 Governed by the laws of Ireland



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*

STEPHEN MCQUAID

Date

18/02/15

Presenter details
note four

Name	William Fry		
Address	Fitzwilton House, Wilton Place, Dublin 2		
DX number	23	DX exchange	
Telephone number	01 639 5000	Fax number	01 639 5333
Email	info@williamfry.ie	Reference number	023092.0001

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:

Regulation 12 (protection of minority shareholders) of the European Communities (Cross Border Mergers) Regulations 2008 (the " Regulations") does not apply as the Company is a 100% subsidiary of AHR Capital S.a.r.L, a limited liability company subject to the laws of Luxembourg. Regulation 10 does not apply as the Company is a transferor company in a merger by absorption and is thus exempt from the requirement to obtain shareholder approval of the common draft terms under Regulation 11(1)(a). If the merger becomes effective, all rights and obligations of the creditors of the Company will transfer to AHR Capital S.a.r.L. Creditors of the merging companies, whose claims predate the date of publication of the common draft terms, notwithstanding any agreement to the contrary, can apply within two months of publication of the common draft terms to the Judge presiding in the chamber of the Tribunal d'Arrondissement to protect their rights where the merger would make such protection necessary.

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:

AHR Capital Limited
Custom House Plaza, Block 6
International Financial Services Centre, Dublin 1

Particulars of other merging companies

Name of Company:

AHR Capital S.a.r.L

The registered office of the company:

L-1511 Luxembourg

121 avenue de la Faiencerie

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

A limited liability company incorporated and existing under the laws of Luxembourg

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

Regulation 12 (protection of minority shareholders) of the European Communities (Cross Border Mergers) Regulations 2008 (the " Regulations") does not apply as the Company is a 100% subsidiary of AHR Capital S.a.r.L, a limited liability company subject to the laws of Luxembourg. Regulation 10 does not apply as the Company is a transferor company in a merger by absorption and is thus exempt from the requirement to obtain shareholder approval of the common draft terms under Regulation 11(1)(a). If the merger becomes effective, all rights and obligations of the creditors of the Company will transfer to AHR Capital S.a.r.L. Creditors of the merging companies, whose claims predate the date of publication of the common draft terms, notwithstanding any agreement to the contrary, can apply within two months of publication of the common draft terms to the Judge presiding in the chamber of the Tribunal d'Arrondissement to protect their rights where the merger would make such protection necessary. The sole shareholder of AHR S.a.r.L is HPMC3 S.a.r.L, with registered address: L-1511 Luxembourg, 121 avenue de la Faiencerie.

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:

L-1511 Luxembourg

121 avenue de la Faiencerie

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:

Registre de Commerce et des Sociétés de Luxembourg

Registered number 0191020

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.

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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 1963-2013 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.

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.

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FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY E-MAIL info@cro.ie

AHR CAPITAL LIMITED
(the "Company")

Minutes of a meeting of the Board of Directors
of the Company held at Custom House Plaza, Block 6,
IFSC, Dublin 1, Ireland

on the 17th day of February 2015
at 9:30 am.

PRESENT:

Mr. Stephen McQuaid (in the Chair)
Mr. Murray McGregor

IN ATTENDANCE:

Aoife Garrett (CCT Secretarial Limited)

1. Chairman

Mr. McQuaid took the chair and declared that a quorum was present in accordance with the Articles of Association of the Company.

2. Declaration of Interest

Each of the directors of the Company declared their interest in the matters to be considered at the meeting pursuant to Section 194 of the Companies Act, 1990. It was noted that pursuant to the Company's Articles of Association, a director may vote and form part of the quorum in relation to any matter in which he is interested at any meeting of the directors.

3. Section 150 of the Companies Act, 1990

The Chairman informed the meeting that no person who is the subject of a declaration under section 150 of the Companies Act, 1990 is appointed or acts in any way, directly or indirectly, as a director or secretary of the Company.

4. Purpose of the Meeting

The Chairman explained that the purpose of the meeting was to consider and, if thought appropriate, approve certain matters relating to the proposed acquisition by AHR Capital S.á.r.l with registered address L-1511 Luxembourg, 121 Avenue of the Faiencerie, RCS Luxembourg B number 191020 (the "Successor"), incorporated by notary deed dated 9 October 2014, of all of the assets and undertaking of the Company pursuant to the terms of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Transaction").

5. Documents

5.1 The following documents were produced to the meeting in connection with the Transaction:

5.1.1 Draft common terms which had been prepared by the directors of the Company and the managing directors of AHR Capital S.á.r.l relating to the Transaction;

5.1.2 Draft director's explanatory report; and

5.1.3 Draft power of attorney of the Company in favour of Alain Heinz
(the "Transaction Documents").

6. Consideration and Approval of Transactions and Transaction Documents

6.1 The directors then carefully considered the terms of the Transaction and the benefits accruing to the Company as well as the obligations arising under the Transaction Documents. The meeting noted that under the terms of the Transaction all of assets and liabilities of the Company together with all of its rights and obligations would be transferred to the Successor by way of universal succession and that the Company would be dissolved without going into liquidation.

6.2 After due and careful consideration, the directors were satisfied that it was in the best interests and to the commercial advantage of the Company, to approve the Transaction and to enter into the Transaction Documents. Accordingly, IT WAS RESOLVED that:

6.2.1 the Transaction be and is hereby approved;

6.2.2 the Transaction Documents be and are hereby approved;

6.2.3 any director be and is hereby authorised to make such additional amendments to the Transaction Documents as he deems necessary or desirable in connection with completion of the Transaction; and

6.2.4 any director or, if deemed necessary or desirable for any document to be executed under the seal of the Company, any two directors or any director and the secretary, be and are hereby authorised to sign or, as the case may be, execute and deliver on behalf of the Company, the Transaction Documents and any agreements, deeds, consents, notices, confirmations and other documents of any nature whatsoever, and to do all such acts or things as shall appear to him or them in his/their absolute discretion to be necessary or desirable in connection with completion of the Transaction.

7. Filings

The Secretary was instructed to attend to all necessary filings relating to the matters discussed at the meeting and the Transaction.

8. Termination of Meeting

There being no further business the meeting was adjourned.


Chairman