

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002010/H/19
CROSS BORDER MERGER GAZETTE

From 7-MAY-2010 to 13-MAY-2010

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 7 May 2010 of a proposed merger between the following companies:

Aviva Life & Pensions Europe S.E. (registered in Ireland No. 478525) and

Aviva Életbiztosító Zártkörűen Működő Részvénytársaság (“Aviva Zrt”) (registered with the Hungarian Court of Registration under registration number 01-01-043183).

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 hours of 10.00am and 5.00 pm at the registered office of Aviva Life & Pensions Europe S.E., One Park Place, Hatch Street, Dublin 2

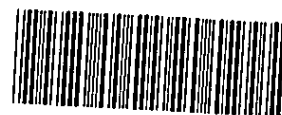
The Directors’ Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Avia Life & Pensions Europe SE, One Park Place, Hatch Street, Dublin 2.

Registrar of Companies

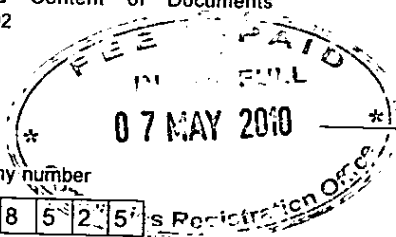
CRO GAZETTE, FRIDAY 14th MAY 2010

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 7TH-MAY-10 AND 13TH-MAY-10							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
478525	Aviva Life & Pensions Europe S.E.	CBM1	07/05/2010				

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



3901548



CRO receipt date stamp

Companies Acts 1963 to 2009

Company number

4 7 8 5 2 5

CBM1

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

Company name

in full

Aviva Life & Pensions Europe SE

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:

One Park Place

Hatch Street

Dublin 2

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

4 7 8 5 2 5

Legal form and law which governs the company:


Societas Europaea (a European public limited company) governed by European Communities (European Public Limited Liability Company) Regulations 2007 and the Companies Acts 1963-2009

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


SP

Name *in block letters or typescript*

STUART PURDY

Date

4th May 2010

Presenter details

note four

Name

A&L Goodbody

Address

IFSC, North Wall Quay

Dublin 1

DX number

29

DX exchange Dublin

Telephone number

01 6492572

Fax number 01 6492649

Email

ledoyle@algoodbody.ie

Reference number LAD/EMF 01 381152

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:

There are no minority shareholders in Aviva Life & Pension Europe SE ("ALPE"). Aviva Europe SE is the sole shareholder in ALPE. It is intended that the approval of Aviva Europe SE, as sole shareholder of ALPE, will be obtained prior to 29 June 2010. The rights of Aviva Europe SE will be unaffected.
Any creditors of ALPE may exercise their rights pursuant to Regulation 15 of the European Communities (Cross Border Mergers) Regulations 2008 ("the Regulations"). At the date hereof ALPE has no creditors, nor is it intended that ALPE will have any creditors prior to the merger becoming effective. If the merger becomes effective all rights and obligations of the creditors of Aviva Zrt (as defined in the next section) will transfer, by operation of law, to ALPE pursuant to Regulation 19 of the Regulations.

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:

Aviva Life & Pensions Europe SE
One Park Place, Hatch Street, Dublin 2.

Particulars of other merging companies

Name of Company:

Aviva Életbiztosító Zártkörűen Működő Részvénytársaság ("Aviva Zrt").

The registered office of the company:

H-1137 Budapest, Népfürdő u. 22., Hungary.

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

Limited Liability Company incorporated under and governed by the laws of Hungary.

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

There are no minority shareholders in Aviva Zrt. ALPE is the sole shareholder of Aviva Zrt and accordingly the merger will be a merger by absorption of Aviva Zrt into ALPE.
If the merger becomes effective all rights and obligations of the creditors of Aviva Zrt will transfer, by operation of law, to ALPE pursuant to Regulation 19 of the Regulations.

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:

H - 1137 Budapest, Népfürdő u. 22., Hungary.

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:

Hungarian Court of Registration under registration number 01-10-043183

Particulars of other merging companies

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

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:

N/A

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.

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 relodged 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