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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002015/J/2
CROSS BORDER MERGER GAZETTE
14th January 2015

CRO GAZETTE, WEDNESDAY, 14th January 2015

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 07-JAN-15 AND 13-JAN-15							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
294255	Acomea Limited	CBM1	08/01/2015				
415123	Met Life Europe Limited	CBM1	08/01/2015				

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 8 January 2015 of a proposed merger between the following companies:

Acomea Limited (registered in Ireland Company number 294255) and

Acomea Sgr S.P.A.

Registered with the Milan Chamber of Commerce under number 11566200157

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 on business days between the hours of 10.00am and 5.00 pm at the registered office of Acomea Limited, Beaux Lane House, Mercer Street Lower, Dublin 2, Ireland

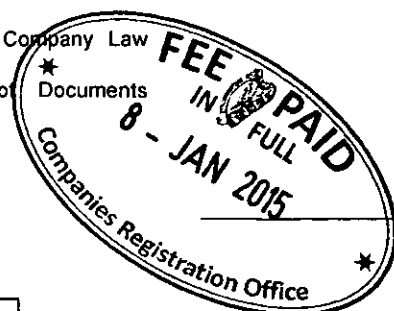
The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00a.m and 5.00 pm at the registered office of Acomea Limited, Beaux Lane House, Mercer Street Lower, Dublin 2, Ireland.

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

5831334



CRO receipt date stamp

Companies Acts 1963 to 2013

CBM1

Company number

2 9 4 2 5 5

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

Company name

in full

AcomeA 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:

Beaux Lane House, Mercer Street Lower, Dublin 2, Ireland

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

2 9 4 2 5 5

Legal form and law which governs the company:

Private company limited by shares

The Companies Acts 1963 to 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

Name *in block letters or typescript*

SERGIO GHERZI

Date

7 January 2015

Presenter details

note four

Name

Address

DX number

Telephone number

Email

Maples and Calder	
75 St Stephen's Green	
Dublin 2	
13	DX exchange Dublin
01 6192076	Fax number 01 6192001
laura.hannon@maplesandcalder.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:

Regulation 12 of the European Communities (Cross-Border Merger) Regulations 2008 as amended (the "Regulations") does not apply as the Company is a wholly owned subsidiary of Acomea SGR S.p.A. There are no minority shareholders in the Company.
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.
Creditors and members of the merging companies are permitted to inspect copies of the Common Draft Terms of the proposed merger and the Directors' Explanatory Report relating to the proposed merger free of charge at the Company's registered office at Beaux Lane House, Mercer Street Lower, Dublin 2.
The rights of any creditors of the Company will not be adversely affected as a result of the merger.
Upon the effective date of the cross-border merger, any liabilities of the Company towards its creditors will transfer to Acomea SGR S.p.A pursuant to the Regulations and the creditors will retain all of their existing rights against the Company.

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:

Maples and Calder
75 St. Stephens Green
Dublin 2

Particulars of other merging companies

Name of Company:

Acomea SGR S.p.A

The registered office of the company:

Milan, Largo Guido Donegani 2, Italy.

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

Joint stock company (Società per Azioni) incorporated and existing under the laws of Italy
Registered under company no 11566200157

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

The Company is a wholly owned subsidiary of Acomea SGR S.p.A.
Creditors and members of the merging companies may inspect the copies of the Common Draft Terms of the proposed merger and the Directors' Explanatory Report relating to the proposed merger free of charge at the Company's registered office at Milan, Largo Guido Donegani 2, Italy.
Creditors of Acomea SGR S.p.A may exercise their rights under art. 2503 of the Italian Civil Code. Minority members of Acomea SGR S.p.A (representing at least 5% of the corporate capital of Acomea SGR S.p.A) may exercise their rights under art. 2505 of the Italian Civil Code.

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:

Milan, Largo Guido Donegani 2, Italy

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:

Registered with Milan Chamber of Commerce of Milan
TAX code and VAT number 11566200157

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 8 January 2015 of a proposed merger between the following companies:

Metlife Europe Limited (registered in Ireland Company number 415123) and

Metlife Amsilco poisťovňa, a.s.(Metlife Amslico) (registered in the Commercial Register of the District Court Bratislava 1, The Slovak Republic. Under number 31 402 071

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 10.00am and 5.00 pm at the registered office of MetLife Europe Limited, '20 on Hatch', Lower Hatch Street, Dublin 2

The Directors' Explanatory Report relating to the Merger is available for inspection between the business hours of 10.00am and 5.00 pm at the registered office of MetLife Europe Limited, '20 on Hatch', Lower Hatch Street, 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



5873947

CRO receipt date stamp
Companies Acts 1963 to 2012

CBM1

Company number
4 1 5 1 2 3

Company name
in full

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

Type of merger
note one

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.

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:

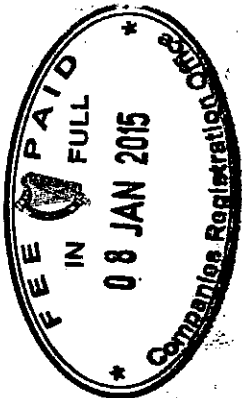
'20 on Hatch', Lower Hatch Street, Dublin 2

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

4 1 5 1 2 3

Legal form and law which governs the company:

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*
NICK HAYTER

Date **7 January 2015.**

Presenter details
note four

Name	McCann FitzGerald		
Address	Riverside One, Sir John Rogerson's Quay, Dublin 2.		
DX number	31	DX exchange	Dublin
Telephone number	829 0000	Fax number	829 0010
Email	rebecca.mitchell@mccannfitzgerald.ie	Reference number	RSL13941934.1

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:

MetLife Europe Limited ("MEL") has at the date hereof two shareholders who are in favour of the
Merger and have consented in accordance with the European Communities (Cross-Border Mergers)
Regulations 2008 as amended by the European Communities (Mergers and Divisions of Companies)
(Amendment) Regulations 2011 (the "Irish Regulations") to no expert being appointed to consider
the terms of the Merger. Each of the shareholders of the merging companies will be asked to pass
a resolution to approve the merger.
Creditors of MEL will be entitled to exercise their rights under regulation 15 of the Irish Regulations.
It is not anticipated that creditors of MEL will be prejudiced by the Merger.

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:

MetLife Europe Limited
'20 on Hatch', Lower Hatch Street, Dublin 2

Particulars of other merging companies

Name of Company:

MetLife Amslico poisťovňa, a.s. ("MetLife Amslico")

The registered office of the company:

Pribinova 10, 811 09 Bratislava, the Slovak Republic

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

Private joint stock company governed by the laws of the Slovak Republic

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

MetLife Amslico has a sole shareholder. The shareholder of MetLife Amslico will be asked to pass a resolution approving the merger.

On the effective date of the merger, creditors of MetLife Amslico will become creditors of MEL.

Section 69aa(5) of the Commercial Code No. 513/1991 Coll. as amended provides that creditors of

MetLife Amslico that are entitled to receivables which have not yet fallen due on the date of the common draft terms may demand that that reasonable security is given for those receivables.

If any creditor of MetLife Amslico makes such a demand and cannot reach agreement with

MetLife Amslico as to such security, the creditor may apply to a court to determine the adequate security to be provided. Any such creditor entitled to receivables from MetLife Amslico may

exercise its rights it may have in relation to such receivable against MEL at a competent Slovak court and under Slovak law.

On completion of the merger, all rights and obligations of the creditors of MetLife Amslico will transfer to MEL by operation of law. It is not anticipated that creditors of MetLife Amslico will be prejudiced by the merger.

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:

Pribinova 10, 811 09 Bratislava, the Slovak Republic

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:

Registered in the Commercial Register of the District Court Bratislava I, Section: Sa,

Insert No. 918/B, Identification number: 31 402 071

Okresný súd Bratislava I, Záhradnícka 10, 812 44 Bratislava I, The Slovak Republic

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 1963-2009 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