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COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 0002015/J/41**  
**CROSS BORDER MERGER GAZETTE**  
**14th October 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 October 2015 of a proposed merger between the following companies:

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

Mettropolitan Life Asigurari S.A. ( registered with the Bucharest Trade Registry under no.J40/9186/1999, sole registration code 12295479.

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 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

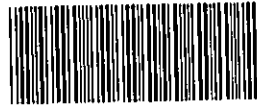
The Directors' Explanatory Report relating to the Merger is available for inspection between the business hours of 10.00am and 5.00 pm at the registered office of MetLife Europe Limited, '20 on Hatch', Lower Hatch Street, Dublin 2

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 2007 Company Law Enforcement Act 2001) Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

**CRO**  
08 OCT 2015  
**New Companies Division**



5770506

CRO receipt date stamp  
Companies Acts 1963 to 2013

**CBM1**

Company number  
4 1 5 1 2 3

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

**Company name**  
*in full*

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:

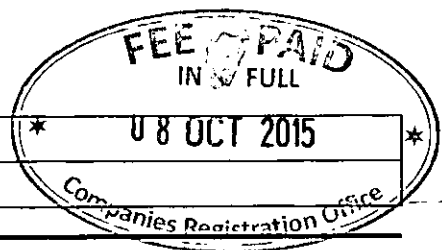
'20 on Hatch', Lower Hatch Street, Dublin 2

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*  
Lukas Ziewes

Date 7 October 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	RSL19489767.1

**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:

Metropolitan Life Asigurari S.A.

The registered office of the company:

Bucharest, District 1, 47-53 Lascar Catargiu Boulevard, 4th floor, Romania

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

Joint-stock company, incorporated under the laws of Romania

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

Metropolitan Life Asigurari S.A. has at the date hereof two shareholders who are in favour of the merger. The shareholders of Metropolitan Life Asigurari S.A. will be asked to pass a resolution approving the merger.
On the effective date of the merger, creditors of Metropolitan Life Asigurari S.A. will become creditors of MEL. It is not anticipated that creditors of Metropolitan Life Asigurari S.A. will be prejudiced by the merger. However, Articles 243 and 251 <sup>9</sup> of the Romanian Regulations provide that creditors of Metropolitan Life Asigurari S.A. have the right to adequate protection of their interests. Any creditor of Metropolitan Life Asigurari S.A. who, as at the date of the publication of the common draft terms, holds a valid claim which has not yet fallen due for payment, and who does not have already adequate guarantees or privileges in order to satisfy his claim, can submit an opposition. The opposition may be submitted within 30 days from the date of the publication of the common draft terms with the Romanian Official Gazette. The opposition must be submitted with the Bucharest Trade Registry which must, within 3 days of receiving the submission, mention it in the register and send it to the competent court.

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:

Bucharest, District 1, 47-53 Lascar Catargiu Boulevard, 4th floor, Romania

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 the Bucharest Trade Registry (address: 1 Sectorului Entrance, District 3, postal code 030353, Bucharest) under no. J40/9186/1999, sole registration code
12295479



## 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](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)