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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002015/J/15
CROSS BORDER MERGER GAZETTE
15th April 2015

European Communities (Cross Border Merger) Regulations 2008

Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 31 March 2015, concerning the proposed merger between the following companies:

Metlife Europe Limited (registered in Ireland No. 415123) and

Metlife pojišť' ovna, a.s. registered in the Commercial Register maintained by the Municipal Court in Prague Section B, INSERT 1653, Company ID 457 94 944.

A copy of the court order is attached.

Registrar of Companies



5897283

THE HIGH COURT

COMMERCIAL
2015 No. 84 COS
(2015 No. 21 COM)

Monday the 30th day of March 2015

BEFORE MR JUSTICE HAUGHTON

IN THE MATTER OF METLIFE EUROPE LIMITED
AND IN THE MATTER OF AN APPLICATION UNDER REGULATION 13 OF THE
EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008
BY METLIFE EUROPE LIMITED
IN THE MATTER OF METLIFE EUROPE LIMITED AND METLIFE POJIŠT'OVNA
A.S.
AND IN THE MATTER OF AN APPLICATION UNDER REGULATION 14 OF THE
EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008
BY METLIFE EUROPE LIMITED AND METLIFE POJIŠT'OVNA A.S.

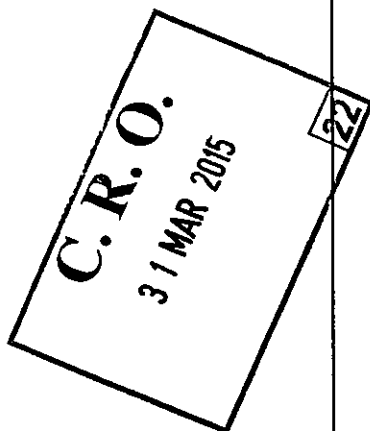
Upon Motion of Counsel for the above-named MetLife Europe Limited ("MetLife Europe") and MetLife Pojišt'ovna a.s. ("MetLife Czech") coming on for hearing on the 27th day of March 2015 pursuant to Originating Notice of Motion herein dated the 24th day of February 2015 and Order dated the 2nd day of March 2015 for the following further reliefs:

- (1) An Order of the Court pursuant to Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended by the European Communities (Mergers and Divisions of Companies) (Amendment) Regulations 2011 (the "2008 Regulations") confirming scrutiny of the legality of the cross-border merger as regards that part of the procedure which concerns the completion of the cross-border merger and specifying, pursuant to Regulation 14(4) of the 2008 Regulations, the date on which the merger is to take effect;
- (2) Such further or other orders as to the Honourable Court may appear necessary or appropriate

And upon the matter being called on the 27th day of March 2015 and there being no appearance on behalf of the Central Bank of Ireland or any other person

And the matter being adjourned to Monday the 30th day of March 2015

And upon the matter being called on this day and there being no appearance on behalf of the Central Bank of Ireland or any other person



And on reading the said Originating Notice of Motion the Affidavits (x two) of Dirk Ostijn both filed on the 24th day of February 2015 the Affidavits (x three) of Donogh O'Donovan two filed on the 27th day of February 2015 and (with Liberty to file in Court) this day the Affidavit of Lukas Ziewer filed on the 24th day of March 2015 and the documents and exhibits referred to in the said Affidavits the Certificate as to Appearances dated the 27th day of March 2015 and the said Order dated the 2nd day of March 2015

And on hearing the said Counsel

The Court doth confirm scrutiny of the legality of the cross-border merger as regards that part of the procedure which concerns the completion of the cross border merger and doth specify 05.02 am on the 1st day of April 2015 as the date on and time at which the merger is to have effect

Under Regulation 19(1) of the 2008 Regulations and in accordance with section 1.7 of the common draft terms of the cross-border merger the consequences of the merger are that on at 05.02 am on the 1st day of April 2015 the following will take effect:

- (a) the assets and liabilities of MetLife Czech will be transferred to MetLife Europe;
- (b) MetLife Czech will be dissolved without going into liquidation;
- (c) all legal proceedings pending by or against MetLife Czech shall be continued with the substitution for MetLife Czech of MetLife Europe as a party;
- (d) the rights and obligations arising from the contracts of employment of MetLife Czech will be transferred to MetLife Europe;
- (e) every contract, agreement or instrument to which MetLife Czech is a party shall, notwithstanding anything to the contrary contained in that contract, agreement or instrument, be construed and have effect as if:
 - (i) MetLife Europe had been a party thereto instead of MetLife Czech;
 - (ii) for any reference (however worded and whether express or implied) to MetLife Czech there were substituted a reference to MetLife Europe;and

- (iii) any reference (however worded and whether express or implied) to the directors, officers, representatives or employees of MetLife Czech, or any of them, were, respectively, a reference to the directors, officers, representatives or employees of MetLife Europe or to such director, officer, representative or employee of MetLife Europe as MetLife Europe nominates for the purpose or, in default of nomination, to the director, officer, representative or employee of MetLife Europe who corresponds as nearly may be to the first-mentioned director, officer, representative or employee;
- (f) every contract, agreement or instrument to which MetLife Czech is a party becomes a contract, agreement or instrument between MetLife Europe and the counterparty with the same rights, and subject to the same obligations, liabilities and incidents (including rights of set-off), as would have been applicable thereto if that contract, agreement or instrument has continued in force between MetLife Czech and the counterparty, and any money due and owing (or payable) by or to MetLife Czech under or by virtue of any such contract, agreement or instrument shall become due and owing (or payable) by or to MetLife Europe instead of MetLife Czech; and
- (g) an offer or invitation to treat made to or by MetLife Czech before 23.01 on the 1st day of April 2015 shall be construed and have effect, respectively, as an offer or invitation to treat made to or by MetLife Europe

AND THE COURT DOTH DIRECT that in accordance with Order 75 rule 26(5) of the Rules of the Superior Courts an attested copy of this Order be sent by the Registrar of the Court to the Registrar of Companies by pre-paid registered post

Liberty to apply

A COPY WHICH I ATTEST

David Keenan

FOR REGISTRAR

COPY — *NMS*

Noeleen McDonnell

Registrar

Perfected

30th day of March 2015

McCann FitzGerald
Solicitors for the Applicants