

CRO

COMPANIES REGISTRATION OFFICE
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Gazette

ISSUE ID:0002012/H/25
CROSS BORDER MERGER GAZETTE
22nd June 2012

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 19 June 2012 of a proposed merger between the following companies:

QBE Reinsurance (Europe) Limited (registered in Ireland Company number 53272.) and

QBE Re (Europe) Limited, Registered under company number 1378853 on the Register of Companies of England and Wales.

And

Secura NV, Registered with the Crossroad Bank for Enterprises under company number 0403-293-336

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 9.00am and 5.00 pm at the registered office of , QBE Reinsurance (Europe) Limited, Riverside Two, 43-49 Sir John Rogerson's Quay, Dublin 2, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 9.00am and 5.00 pm at the registered office of QBE Reinsurance (Europe) Limited, Riverside Two, 43-49 Sir John Rogersons's Quay, Dublin 2, Ireland

Registrar of Companies

CRO GAZETTE, FRIDAY, 22nd June 2012

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 15-JUN-12 AND 21-JUN-12							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
53272	QBE Reinsurance (Europe) Limited	CBM1	19/06/2012				

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

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CRO receipt date stamp
 Companies Acts 1963 to 2006

CBM1

Company number

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

Company name

in full

QBE Reinsurance (Europe)	Limited
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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:

Riverside Two
43-49 Sir John Rogerson's Quay
Dublin 2, Ireland

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

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Legal form and law which governs the company:

Single member private company limited by shares
Companies Acts 1963-2009 (as amended)

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

David James Winkett

Name *in block letters or typescript*

David James Winkett

Date

15 JUN 2012

Presenter details

note four

Name	Matheson Ormsby Prentice		
Address	70 Sir John Rogerson's Quay		
	Dublin 2		
DX number	2	DX exchange	Dublin
Telephone number	+353 1 232 2000	Fax number	+353 1 232 3333
E-mail	grainne.webb@mop.ie	Reference number	GWB/662030/1

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

QBE Reinsurance (Europe) Limited (the "Company") has only one shareholder - QBE Holdings (EO) Limited.
A shareholder's written resolution will be passed by the Company on or around 23 July 2012 to approve the cross-border merger, pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 (the "Regulations").
Regulation 12 of the Regulations (Protection of Minority Shareholders) does not apply as the Company is wholly owned by QBE Holdings (EO) Limited. There are no minority shareholders in the Company.
Creditors of the Company will become creditors of QBE Re (Europe) Limited ("QRL") upon the merger taking effect.
The assets and liabilities of the Company will transfer to QRL pursuant to the Regulations and Regulation 8 of the Companies (Cross-Border Mergers) Regulations 2007 (the "UK 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:

QBE Reinsurance (Europe) Limited
Riverside Two
43-49 Sir John Rogerson's Quay, Dublin 2, Ireland

**Particulars of the
merging companies**

Name of Company:

QBE Re (Europe) Limited

The registered office of the company:

Plantation Place

30 Fenchurch Street

London, EC3M 3BD

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

A private limited company organised and existing under the laws of the United Kingdom, registered at the UK Companies House under number 1378853.

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

QRL has one shareholder, QBE Insurance (Europe) Limited. A resolution of the shareholder of QRL will be passed on or around 30 August 2012 to approve the cross-border merger pursuant to the UK 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:

QBE Re (Europe) Limited

Plantation Place, 30 Fenchurch Street

London, EC3M 3BD

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 under company number 1378853 on the register of companies of England and Wales.

Particulars of the merging companies

Name of Company:

Secura NV

The registered office of the company:

Regentlaan 37
1000 Brussels

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

A limited liability company incorporated under and governed by the laws of Belgium under company number 0403-293-336.

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

The rights and obligations of creditors of Secura NV will transfer to QBE Re (Europe) Limited pursuant to the Regulations and applicable Belgian Laws.
If the cross-border merger is approved and effected, the shareholder of Secura NV will become a shareholder of QRL. Secura NV has only one (sole) shareholder, QBE European Operations plc. There are no minority shareholders.
The shareholder of Secura NV will have an opportunity to consider and approve the Common Draft Terms. A resolution of the shareholder of Secura NV will be passed on or around 2 August 2012 to approve the cross-border merger pursuant to the Regulations and applicable Belgian Laws.

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:

Secura NV
Regentlaan 37
1000 Brussels

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 Crossroad Bank for Enterprises under company number 0403-293-336

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. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, O'Brien Road, Carlow, County Carlow

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 THE COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY EMAIL at info@cro.ie