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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

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CROSS BORDER MERGER GAZETTE

28th October 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 20 October 2015, concerning the proposed merger between the following companies:

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

Metlife Biztosító. registered in the Hungarian Corporate Register maintained by the Court of Registration of the Metropolitan Tribunal. Company registration number 01-10-043183

A copy of the court order is attached.

Registrar of Companies



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THE HIGH COURT

COMMERCIAL

2015 No. 267 COS

(2015 No. 87 COM)

MONDAY THE 12TH DAY OF OCTOBER 2015

BEFORE MR JUSTICE MCGOVERN

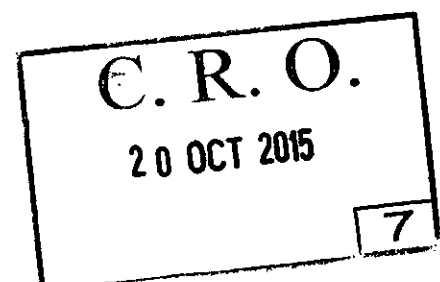
IN THE MATTER OF METLIFE EUROPE LIMITED

**AND IN THE MATTER OF METLIFE EUROPE LIMITED AND METLIFE
BIZTOSÍTÓ ZRT.**

**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
BIZTOSÍTÓ ZRT.**

Upon Motion of Counsel for the above-named MetLife Europe Limited (“**MetLife Europe**”) and MetLife Biztosító Zrt. (“**MetLife Hungary**”) coming on for hearing on the 23rd day of September 2015 pursuant to Originating Notice of Motion herein dated the 30th day of June 2015 and Order dated the 20th day of July 2015 for the following further reliefs:

- (1) An Order of the Court pursuant to Regulation 14 of the Regulations confirming the 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 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 there being no appearance on behalf of the Central Bank of Ireland or any other person

And the matter being adjourned to Monday the 12th day of October 2015 and the same coming on for hearing this 12th day of October 2015 in the presence of Counsel for the Applicants

And on reading the said Originating Notice of Motion, the First and Second Affidavits of Nicolas Hayter each filed on the 30th day of June 2015, the Third Affidavit of Nicolas Hayter filed on the 18th day of September 2015, the Affidavit of Donogh O'Donovan filed on the 6th day of October 2015, and the documents and exhibits referred to in the said Affidavits, the Certificates as to Appearances dated the 23rd day of September 2015 and the 12th day of October 2015, and the said Order dated the 20th day of July 2015

And there being no appearance on behalf of the Central Bank of Ireland or any other person

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 the date of 00.01 on the 1st day of November 2015 as the date, and time, on which the merger is to have effect

Under Regulation 19(1) of the European Communities (Cross Border Mergers) Regulations 2008 and in accordance with section 1.7 of the common draft terms of the cross-border merger the consequences of the merger are that at 00.01 on the 1st day of November 2015, the following will take effect:

- (a) all the rights, obligations, assets and liabilities of MetLife Hungary will be transferred to MetLife Europe;
- (b) MetLife Hungary will be dissolved without going into liquidation;

THE HIGH COURT

- (c) all legal proceedings pending by or against MetLife Hungary shall be continued with the substitution, for MetLife Hungary, of MetLife Europe as a party;
- (d) the rights and obligations arising from the contracts of employment of MetLife Hungary will be transferred to MetLife Europe and with the representative of the Hungarian Branch of MetLife Europe exercising the employer's right over such employees;
- (e) every contract, agreement or instrument to which MetLife Hungary 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 Hungary;
 - (ii) for any reference (however worded and whether express or implied) to MetLife Hungary there was 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 Hungary, or any of them, was, 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 Hungary 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

THE HIGH COURT

applicable thereto if that contract, agreement or instrument has continued in force between MetLife Hungary and the counterparty, and any money due and owing (or payable) by or to MetLife Hungary 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 Hungary; and

- (g) an offer or invitation to treat made to or by MetLife Hungary before 00.01 on the 1st day of November 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

NIAMH DERMODY

REGISTRAR

Date of Perfection: 16 OCTOBER 2015

McCann FitzGerald,
Solicitors for the Joint Applicants

A COPY WHICH I ATTEST

N. Dermody
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FOR REGISTRAR