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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:0002012/H/18
CROSS BORDER MERGER GAZETTE
4 May 2012

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 27-APR-12 AND 03-MAY-12							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
243620	Alico Life International Limited	CBM1	2704/2012				
415123	Metlife Europe Limited	CBM1	27/04/12				

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 27 April 2012 of a proposed merger between the following companies:

Alico Life International Limited (registered in Ireland company number 243620.) and

MetLife Europe Limited (registered in Ireland company number 415123).

And

Ailico Italia S.P.A. registered in the register of companies kept by the Rome Register of Companies, under company number 04637801004.

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 10.00am and 5.00 pm at the registered office of , Alico Life International Limited, '20 on Hatch' , Lower Hatch Street, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Alico Life International 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 of the Companies
Enforcement Act 2001)
Companies Act 1990 (Form and Content of Documents
Delivered to Registrar) Regulations 2002



5319440

CRO receipt date stamp
Companies Acts 1963 to 2009

CBM1

Company number

2 4 3 6 2 0

Company name

in full

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

Alico Life International 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:

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

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

2 4 3 6 2 0

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

PAUL O'DEA

Date

26-4-2012

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

postmaster@mccannfitzgerald.ie

Reference number

RSL4843466.1

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:

None of the merging companies (MetLife Europe Limited ("MEL"), Alico Life International Limited ("ALIL") and Alico Italia S.p.A. ("Alico Italia")) have any minority members and none of the merging companies will have minority members prior to the proposed merger becoming effective. Each of the sole shareholders of the merging companies will be asked to pass a resolution to approve the merger.
Creditors of MEL and ALIL will be entitled to exercise their rights under regulation 15 of 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").
Creditors of Alico Italia will be entitled to exercise their rights under article 2503 of the Italian Civil Code as approved through the Italian Royal Decree of 16 March 1942 No. 262 as further amended ("ICC").

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:

Alico Life International Limited
'20 on Hatch', Lower Hatch Street, Dublin 2

**Particulars of
other merging
companies**

Name of Company:

MetLife Europe Limited

The registered office of the company:

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

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

Private company limited by shares governed by the laws of Ireland

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

None of the merging companies (MEL, ALIL and Alico Italia) have any minority members and none of the merging companies will have minority members prior to the proposed merger becoming effective. Each of the sole shareholders of the merging companies will be asked to pass a resolution to approve the merger.

Creditors of MEL and ALIL will be entitled to exercise their rights under regulation 15 of the Irish Regulations. Creditors of Alico Italia will be entitled to exercise their rights under article 2503 of the ICC.

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:

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



If the Company is an Irish Company, information relating to the Company is kept by the Registrar under registered number:

note one

4	1	5	1	2	3
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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:

**Particulars of
other merging
companies**

Name of Company:

Alico Italia S.p.A.

The registered office of the company:

Rome, Via Vesalio 6, 00161, Italy

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

An Italian joint stock company with a sole shareholder

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

None of the merging companies (MEL, ALIL and Alico Italia) have any minority members and none of the merging companies will have minority members prior to the proposed merger becoming effective.

Each of the sole shareholders of the merging companies will be asked to pass a resolution to approve the merger.

Creditors of MEL and ALIL will be entitled to exercise their rights under regulation 15 of the Irish Regulations. Creditors of Alico Italia will be entitled to exercise their rights under article 2503 of the ICC.

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:

Rome, Via Vesalio 6, 00161, 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 in the register of companies kept by the Rome Registrar of Companies
under company number 04637801004

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.cro.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

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 27 April 2012 of a proposed merger between the following companies:

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

Alicio Life International Limited (registered in Ireland Company number 243620).

And

Ailico Italia S.P.A. registered in the register of companies kept by the Rome Register of Companies, under company number 04637801004.

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 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 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 S407 Company Law
Enforcement Act 2001)
Companies Act 1990 (Form and Content of Documents)
Delivered to Registrar) Regulations 2002



5319438

CRO receipt date stamp
Companies Acts 1963 to 2009

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

DON GALLAGHER

Date

26/4/2012

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

postmaster@mccannfitzgerald.ie

Reference number

RSL4843126.1

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:

None of the merging companies (MetLife Europe Limited ("MEL"), Alico Life International Limited ("ALIL") and Alico Italia S.p.A. ("Alico Italia")) have any minority members and none of the merging companies will have minority members prior to the proposed merger becoming effective. Each of the sole shareholders of the merging companies will be asked to pass a resolution to approve the merger.
Creditors of MEL and ALIL will be entitled to exercise their rights under regulation 15 of 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").
Creditors of Alico Italia will be entitled to exercise their rights under article 2503 of the Italian Civil Code as approved through the Italian Royal Decree of 16 March 1942 No. 262 as further amended ("ICC").

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:

Alico Life International Limited

The registered office of the company:

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

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

Private company limited by shares governed by the laws of Ireland

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

None of the merging companies (MEL, ALIL and Alico Italia) have any minority members and none of the merging companies will have minority members prior to the proposed merger becoming effective. Each of the sole shareholders of the merging companies will be asked to pass a resolution to approve the merger.

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



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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**Particulars of
other merging
companies**

Name of Company:

Alico Italia S.p.A.

The registered office of the company:

Rome, Via Vesalio 6, 00161, Italy

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

an Italian joint stock company with a sole shareholder

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

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note one

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note one

Please tick the relevant box.

note two

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note three

This form **must** be certified by a director of the company on behalf of the Board.

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note five

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