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COMPANIES REGISTRATION OFFICE  
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# **Gazette**

**ISSUE ID:0002012/H/6**  
**CROSS BORDER MERGER GAZETTE**  
8th February 2013

### **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 24 January 2013, concerning the proposed merger between the following companies:

MetLife Europe Limited company (registered in Ireland No. 415123)

Alico Life International Limited (registered in Ireland No. 243620) and

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

A copy of the court order is attached.

Registrar of Companies

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 01-FEB-13 AND 07-FEB-13							
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	27/04/2012				
243620	Alico Life International	Court Order	24/01/2013				
415123	Metlife Europe Limited	Court Order	24/01/2013				

co. no 415123

THE HIGH COURT

2012 NO 421 COS



WEDNESDAY THE 24<sup>TH</sup> DAY OF OCTOBER 2012  
BEFORE MISS JUSTICE LAFFOY

5612658

**IN THE MATTER OF METLIFE EUROPE LIMITED, ALICO LIFE  
INTERNATIONAL LIMITED AND ALICO ITALIA SPA**

**AND IN THE MATTER OF AN APPLICATION UNDER REGULATION 14  
OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)  
REGULATIONS 2008 BY METLIFE EUROPE LIMITED, ALICO LIFE  
INTERNATIONAL LIMITED AND ALICO ITALIA SPA**

**AND IN THE MATTER OF  
METLIFE EUROPE LIMITED, ALICO LIFE INTERNATIONAL LIMITED  
AND ALICO ITALIA SPA**

**APPLICANTS**

Upon Motion of Solicitor for MetLife Europe Limited, Alico Life International Limited and Alico Italia SpA (“the Applicants”) pursuant to Notice of Motion herein dated the 18<sup>th</sup> day of July 2012 for an order in relation to the hearing of a proposed motion by the Applicants pursuant to Regulation 14 of the European Communities (Cross Border Mergers) Regulations 2008 coming on for hearing this day in the presence of Solicitor for the Applicant

And on reading the said Notice of Motion the Affidavits of Patrick O’Grady (2) sworn on the 13<sup>th</sup> day of July 2012, the 12<sup>th</sup> day of October 2012 and the 22<sup>nd</sup> day of October 2012, the Certificate as to Appearances dated the 23<sup>rd</sup> day of October 2012, the documents and exhibits referred to in said Affidavits and the Order dated the 30<sup>th</sup> day of July 2012

And the Central Bank of Ireland having consented to said application

And there being no appearance on behalf of any other person

And on hearing said Solicitor

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 the 1<sup>st</sup> day of November 2012 as the date on which the merger is to have effect

Under Regulation 19(1) of the European Communities (Cross Border Mergers) Regulations 2008 the consequences of the merger are that on the 1<sup>st</sup> day of November 2012, the following will take effect:

- (a) the non-insurance assets and liabilities of each of Alico Life International Limited and Alico Italia SpA will be transferred to MetLife Europe Limited;
- (b) Alico Life International Limited and Alico Italia SpA will each be dissolved without going into liquidation;
- (c) all legal proceedings pending by or against Alico Life International Limited or Alico Italia SpA shall be continued with the substitution for Alico Life International Limited or Alico Italia SpA (as applicable) of MetLife Europe Limited as a party;
- (d) the rights and obligations arising from the contracts of employment of Alico Life International Limited and Alico Italia SpA will be transferred to MetLife Europe Limited;
- (e) every contract, agreement or instrument to which Alico Life International Limited or Alico Italia SpA is a party shall, notwithstanding anything

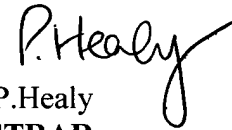
to the contrary contained in that contract, agreement or instrument, be construed and have effect as if:

- (i) MetLife Europe Limited had been a party thereto instead of Alico Life International Limited or Alico Italia SpA (as applicable);
- (ii) for any reference (however worded and whether express or implied) to Alico Life International Limited or Alico Italia SpA (as applicable) there were substituted a reference to MetLife Europe Limited; and
- (iii) any reference (however worded and whether express or implied) to the directors, officers, representatives or employees of Alico Life International Limited or Alico Italia SpA (as applicable), or any of them, were, respectively, a reference to the directors, officers, representatives or employees of Alico Life International Limited or Alico Italia SpA (as applicable) or to such director, officer, representative or employee of MetLife Europe Limited as MetLife Europe Limited nominates for the purpose or, in default of nomination, to the director, officer, representative or employee of MetLife Europe Limited who corresponds as nearly may be to the first-mentioned director, officer, representative or employee;
- (f) every contract, agreement or instrument to which Alico Life International Limited or Alico Italia SpA is a party becomes a contract, agreement or instruments between MetLife Europe Limited 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 Alico Life International Limited or Alico Italia SpA (as applicable) and the counterparty, and any money due and owing (or payable) by or to Alico Life International Limited or Alico Italia SpA (as applicable) under or by virtue of any such contract, agreement or instrument shall become due

**THE HIGH COURT**

and owing (or payable) by or to MetLife Europe Limited instead of Alico Life International Limited or Alico Italia SpA (as applicable); and

(g) an offer or invitation to treat made to or by Alico Life International Limited or Alico Italia SpA before the 1<sup>st</sup> day of November 2012 shall be construed and have effect, respectively, as an offer or invitation to treat made to or by MetLife Europe Limited.

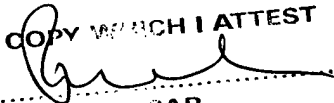


P.Healy

**REGISTRAR**

**Perfected 25<sup>th</sup> October 2012**

McCann FitzGerald  
Solicitors for the Applicants

A COPY WHICH I ATTEST  
  
FOR REGISTRAR

C  
Co. No 243620

THE HIGH COURT

2012 NO 421 COS



WEDNESDAY THE 24<sup>TH</sup> DAY OF OCTOBER 2012  
BEFORE MISS JUSTICE LAFFOY

5612659

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**AND IN THE MATTER OF AN APPLICATION UNDER REGULATION 14  
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**THE HIGH COURT**

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- (b) Alico Life International Limited and Alico Italia SpA will each be dissolved without going into liquidation;
- (c) all legal proceedings pending by or against Alico Life International Limited or Alico Italia SpA shall be continued with the substitution for Alico Life International Limited or Alico Italia SpA (as applicable) of MetLife Europe Limited as a party;
- (d) the rights and obligations arising from the contracts of employment of Alico Life International Limited and Alico Italia SpA will be transferred to MetLife Europe Limited;
- (e) every contract, agreement or instrument to which Alico Life International Limited or Alico Italia SpA is a party shall, notwithstanding anything

## THE HIGH COURT

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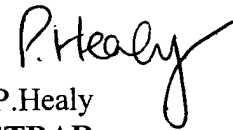
(iii) any reference (however worded and whether express or implied) to the directors, officers, representatives or employees of Alico Life International Limited or Alico Italia SpA (as applicable), or any of them, were, respectively, a reference to the directors, officers, representatives or employees of Alico Life International Limited or Alico Italia SpA (as applicable) or to such director, officer, representative or employee of MetLife Europe Limited as MetLife Europe Limited nominates for the purpose or, in default of nomination, to the director, officer, representative or employee of MetLife Europe Limited who corresponds as nearly may be to the first-mentioned director, officer, representative or employee;

(f) every contract, agreement or instrument to which Alico Life International Limited or Alico Italia SpA is a party becomes a contract, agreement or instruments between MetLife Europe Limited 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 Alico Life International Limited or Alico Italia SpA (as applicable) and the counterparty, and any money due and owing (or payable) by or to Alico Life International Limited or Alico Italia SpA (as applicable) under or by virtue of any such contract, agreement or instrument shall become due

**THE HIGH COURT**

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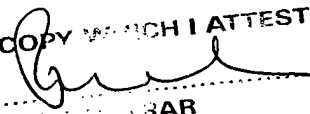


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