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COMPANIES REGISTRATION OFFICE
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Gazette

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CROSS BORDER MERGER GAZETTE
22nd January 2014

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 14 January 2014, concerning the proposed merger between the following companies:

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

Metlife S.A. ("MetLife France") (registered at French Companies Registrar (Registre du Commerce et des Sociétés) of Nanterre under number 722 092 368.

A copy of the court order is attached.

Registrar of Companies

THE HIGH COURT

COMMERCIAL

2013 No. 532 COS

(2013 No. 174 COM)

FRIDAY THE 20TH DAY OF DECEMBER 2013

BEFORE MR JUSTICE KELLY

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 S.A.

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
S.A.

Upon Motion of Counsel for the above-named MetLife Europe Limited (“**MetLife Europe**”) and MetLife S.A. (“**MetLife France**”) coming on for hearing on the 20th day of December 2013 pursuant to Originating Notice of Motion herein dated the 19th day of November 2013 and Order dated the 27th day of November 2013 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

17.12.2013

- (3) An Order providing for the costs of, and incidental to, this application.

And on reading the said Originating Notice of Motion, the First and Second Affidavits of Nicolas Hayter each filed on the 19th day of November 2013, the First Affidavit of Donogh O'Donovan filed on the 27th day of November 2013, the Third Affidavit of Nicolas Hayter filed on the 18th day of December 2013, the Second Affidavit of Donogh O'Donovan sworn on the 20th day of December 2013 and filed in Court and the documents and exhibits referred to in the said Affidavits, the Certificate as to Appearances dated the 20th day of December 2013 and the Order dated the 27th day of November 2013

And there being no appearance on behalf of 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 as the date on which the merger is to have effect (the “**Effective Time**”) 23:59 on the date of publication of the approval given on the 18th day of December 2013 (Decision 2013-C-121) by the Autorité de Contrôle Prudenciel of the transfer of the life assurance portfolio of MetLife France to MetLife Europe

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 the Effective Time, the following will take effect:

- (a) the assets and liabilities of MetLife France will be transferred to MetLife Europe;
- (b) MetLife France will be dissolved without going into liquidation;

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- (c) all legal proceedings pending by or against MetLife France shall be continued with the substitution for MetLife France of MetLife Europe as a party;
- (d) the rights and obligations arising from the contracts of employment of MetLife France will be transferred to MetLife Europe;
- (e) every contract, agreement or instrument to which MetLife France 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 France;
 - (ii) for any reference (however worded and whether express or implied) to MetLife France 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 France, 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 France is a party becomes a contract, agreement or instruments 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 France and the counterparty, and any money due and owing (or payable) by or to MetLife France 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 France; and
- (g) an offer or invitation to treat made to or by MetLife France before the Effective Time shall be construed and have effect, respectively, as an offer or invitation to treat made to or by MetLife Europe

THE HIGH COURT

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
23 DECEMBER 2013**

McCann FitzGerald,
Solicitors for the Applicants

A COPY WHICH I ATTEST
N. DERMODY
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FOR REGISTRAR