

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002010/H/24
CROSS BORDER MERGER GAZETTE
SUBMISSIONS RECEIVED BETWEEN
10 June 2010 and 17 June 2010

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 15 June 2010 of a proposed merger between the following companies:

Partner Reinsurance Europe Limited (registered in Ireland, Company number. 395190) and

Paris RE SA (registered with the Register of Companies, Paris, France under number 433 195 096 RCS).

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 Partner Reinsurance Europe Limited, 5th Floor, Block 1, The Oval, 160 Shelbourne Road, Dublin 4.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.00 pm at the registered office of Partner Reinsurance Europe Limited, 5th Floor, Block 1, The Oval, 160 Shelbourne Road, Dublin 4.

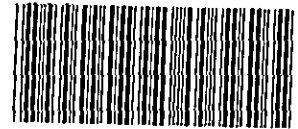
Registrar of Companies

CRO GAZETTE, FRIDAY, 18th June 2010

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 10-JUN-10 AND 17-JUN-10							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
395190	Partner Reinsurance Europe Limited	CBM1	15/06/2010				



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



4483970



CRO receipt date stamp

Companies Acts 1963 to 2009

CBM1

Company number

3 9 5 1 9 0

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

Company name
in full

Partner Reinsurance Europe 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:

5th Floor, Block 1, The Oval, Shelbourne Road, Dublin 4

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

3 9 5 1 9 0

Legal form and law which governs the company:

Private company limited by shares

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*

JOHN GERARD MURPHY

Date

15 JUNE 2010

Presenter details
note four

Name
Address
DX number
Telephone number
Email

A&L Goodbody
International Financial Services Centre
North Wall Quay, Dublin 1
29 Dublin
01 6492000
Email: jmulleady@algoodbody.ie
DX exchange
Fax number 01 649 2649
Reference number JGG/01366754

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:

There are no minority shareholders in Partner Reinsurance Europe Limited ("PREEL") who do not consent to the merger.
A general meeting of PREEL will be held on or around 21 July 2010 to consider, and, if thought fit, approve the proposed merger.
Pursuant to Regulation 15 of the European Communities (Cross Border Mergers) Regulations 2008 ("the Regulations"), any creditor of PREEL that is entitled to a debt or claim against PREEL at the date of publication of this notice, is entitled to be heard by the Irish High Court when the Irish High Court confirms the effectiveness of the merger pursuant to Regulation 14 of the Regulations. Any creditor of PREEL that is entitled to any claim against PREEL as at the date of publication of this notice who has a concern that they will be unfairly prejudiced by the merger, should give written notice of their objection to PREEL at the address below. Any notices sent to PREEL should contain full particulars of any objection, be marked for the attention of "Company Secretary" and be sent to the address below.
Any unresolved representatives received from creditors at this address before 1 September 2010 will be brought to the attention of the Irish High Court.

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:

Partner Reinsurance Europe Limited, 5th Floor, Block 1, The Oval, Shelbourne Road, Dublin 4

Particulars of other merging companies

Name of Company: _____

Paris Re SA

The registered office of the company:

39 Rue de Colisee, 75008, Paris, France

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

Private company limited by shares

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

There are no minority shareholders in Paris Re (PRISA).
Pursuant to the relevant provisions of French legislation implementing the Cross-Border Merger Directive, creditors of PRISA whose debts exist before the date of publication of notice of the proposed merger in a journal authorised to publish legal notices in France and in the Bulletin officiel des annonces civils et commerciales (BODACC), are entitled to exercise their opposition to the merger within 30 days of such notice.
Creditors of PRISA must file their opposition, along with certain supplemental information relating to their right of opposition, with the Paris Commercial Registry

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:

Paris Re SA, 39 Rue de Colisee, 75008, Paris, France

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:

Register of Companies, Paris, France. Registration number: 433 195 096 RCS

Particulars of other merging companies

Name of Company:

The registered office of the company:

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

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

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:

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:

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.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