

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID: 0002011/H/ 20**  
**CROSS BORDER MERGER GAZETTE**  
**18th May 2011**

## **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 11 May 2011 of a proposed merger between the following companies:

Travel & Leisure Reinsurance Limited (registered in Ireland Company number 373416.) and Axeria Re Limited. Reregistered with the Malta Register of Companies, under registration number C43228).

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](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 4.30 pm at the registered office of Travel & Leisure Reinsurance Limited, 13-17 Dawson Street, Dublin 2.

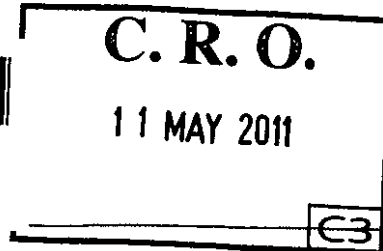
The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.30 pm at the registered office of Travel & Leisure Reinsurance Limited, 13-17 Dawson Street, Dublin 2.

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 (in Enforcement Act 2001)  
 Companies Act 1990 (Form Delivered to Registrar) Regulations



4773573



CRO receipt date stamp  
 Companies Acts 1963 to 2009

**CBM1**

Company number

3 7 3 4 1 6

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

**Company name**  
*in full*

TRAVEL & LEISURE REINSURANCE 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

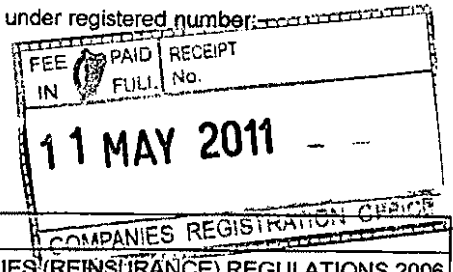
**Company details**  
*note two*

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:

13-17 DAWSON STREET, DUBLIN 2, IRELAND

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

3 7 3 4 1 6




Legal form and law which governs the company:

PRIVATE LIMITED COMPANY  
 COMPANIES ACTS 1963-2009 & EUROPEAN COMMUNITIES (REINSURANCE) REGULATIONS 2006

**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*  
 LAURENCE SORELL

Date 29/4/2011

**Presenter details**  
*note four*

Name  
 Address

DILLON EUSTACE  
 33 SIR JOHN ROGERSON'S QUAY, DUBLIN 2, IRELAND

DX number  
 Telephone number  
 Email

DX 120	DX exchange DUBLIN
+353 01 667 0022	Fax number +353 01 662 0042
	Reference number APB

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 TRAVEL & LEISURE REINSURANCE LIMITED.
AXERIA RE LIMITED IS THE COMPANY'S SOLE SHAREHOLDER. THE MERGER WILL BE A MERGER BY ABSORPTION OF TRAVEL & LEISURE REINSURANCE LIMITED INTO AXERIA RE LIMITED. THERE IS THEREFORE NO NEED FOR MEMBER APPROVAL OF THE MERGER IN ACCORDANCE WITH REGULATION 11(1)(a) OF THE EC (CROSS BORDER MERGER) REGULATIONS 2008.
IF THE MERGER BECOMES EFFECTIVE, ALL RIGHTS AND OBLIGATIONS OF THE CREDITORS OF TRAVEL & LEISURE REINSURANCE LIMITED WILL TRANSFER TO AXERIA RE LIMITED BY OPERATION OF LAW UNDER REGULATION 19 OF THE EC (CROSS BORDER MERGER) REGULATIONS 2008.

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:

13-17 DAWSON STREET, DUBLIN 2, IRELAND

**Particulars of other merging companies**

Name of Company:

AXERIA RE LIMITED

The registered office of the company:

108 TRIQ IT-TIBEN, SWIEQI, SWQ 3032, MALTA

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

PRIVATE LIMITED COMPANY

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

THE RIGHTS AND OBLIGATIONS OF CREDITORS OF TRAVEL & LEISURE REINSURANCE LIMITED WILL TRANSFER TO AXERIA RE LIMITED PURSUANT TO THE EC (CROSS BORDER MERGER) REGULATIONS 2008.

TRAVEL & LEISURE REINSURANCE LIMITED HAS ONLY ONE SHAREHOLDER WHICH IS AXERIA RE LIMITED

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:

108 TRIQ IT-TIBEN, SWIEQI, SWQ 3032, MALTA

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

*note one*

N / A

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:

KEPT IN THE MALTA REGISTRY OF COMPANIES, MALTA, UNDER REGISTRATION NO. C43228

## 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.core.ie](http://www.core.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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)