

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002010/H/43
CROSS BORDER MERGER GAZETTE
29 OCTOBER 2010

CRO GAZETTE, FRIDAY, 29th October 2010

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 20-SEPT-10 AND 28-OCT-10							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
395190	Partner Reinsurance Europe Limited	Court Order	27/9/2010				
320283	Mediterranean Nautilus Limited	CBM1	20/10/2010				

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 27 September 2010, concerning the proposed merger between the following companies:

Partner Reinsurance Europe Limited company (registered in Ireland No. 395190) and

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

A copy of the court order is attached.

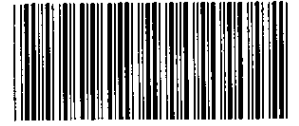
Registrar of Companies

395190



2010/426COS

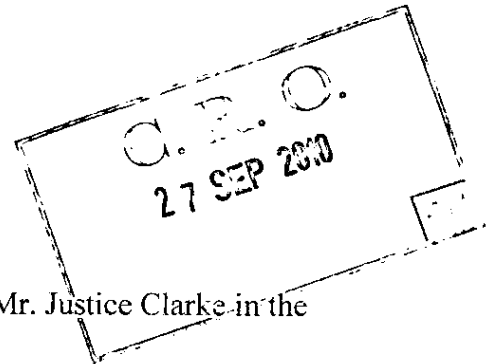
COURTS SERVICE
An tSeirbhís Chúirteanna



4418222

The Registrar of Companies,
Companies Registration Office,
Parnell Square,
Dublin 1.

Dear Sir,



I enclose herewith a perfected copy of an Order made by Mr. Justice Clarke in the High Court on the 20th day of September 2010 pursuant to Regulation 14 of the Cross Border Merger Regulations 2008 for your attention and necessary action.

Yours faithfully,

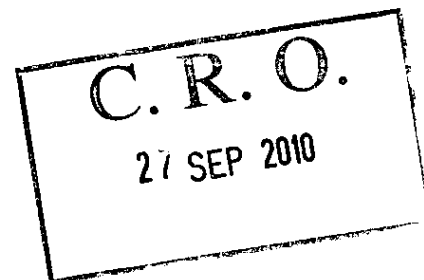
David Neenan

David Neenan,

Registrar,

High Court.

24.9.10



The High Court, The Four Courts, Dublin 7.
An Árd Chúirt, Na Ceithre Cúirteanna, Baile Átha Cliath 7.

395190

THE HIGH COURT

COMMERCIAL

2010 No. 426 COS

MONDAY THE 20TH DAY OF SEPTEMBER 2010

BEFORE MR JUSTICE CLARKE

**IN THE MATTER OF PARTNER REINSURANCE EUROPE LIMITED
AND IN THE MATTER OF PARIS RE
AND IN THE MATTER OF REGULATION 13 AND REGULATION 14 OF
THE EUROPEAN COMMUNITIES
(CROSS-BORDER MERGERS) REGULATIONS 2008**

Upon Motion of Counsel on behalf of Partner Reinsurance Europe Limited (PREEL) and Paris Re (PRISA) (each an **Applicant** and together the **Applicants** herein), pursuant to an Originating Notice of Motion herein filed on the 21st day of July 2010 for an Order confirming scrutiny of the legality of the cross-border merger between PREEL and PRISA as regards that part of the procedure which concerns completion of the cross-border merger pursuant to regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (the **Regulations**)

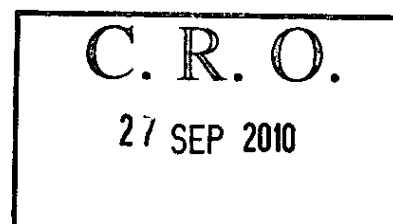
And on reading said Originating Notice of Motion

And on hearing said Counsel

IT IS ORDERED AND CONFIRMED as follows

1. That the Court has completed the scrutiny of the legality of the cross-border merger between PREEL and PRISA as regards that part of the procedure that concerns completion of the cross-border merger
2. That PREEL and PRISA merge upon the terms of the Common Draft Terms entered into between PREEL and PRISA dated the 14th June 2010
3. That for the purposes of Regulation 14(4) of the Regulations the merger between PREEL and PRISA shall take effect at 00.01 hours on Friday the 1st day of October 2010

Liberty to apply



THE HIGH COURT

David Neenan

DAVID NEENAN

REGISTRAR

20th September 2010

A&L Goodbody
Solicitors for the Applicants

A COPY WHICH I ATTEST

D. Butler

FOR REGISTRAR

C. R. O.
27 SEP 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 20 October 2010 of a proposed merger between the following companies:

Mediterranean Nautilus Limited (registered in Ireland No. 320283) and

Telecom Italia Sparkle Luxembourg S.A. (registered with the Luxembourg Register of Commerce and Companies under number B-77.351).

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

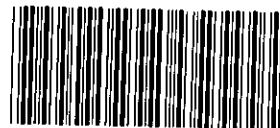
The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Mediterranean Nautilus Limited, International House, 3 Harbourmaster Place, IFSC, Dublin 1.

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 Mediterranean Nautilus Limited, International House, 3 Harbourmaster Place, IFSC, Dublin 1.

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



4283188

CRO receipt date stamp

Companies Acts 1963 to 2009

CBM1

Company number

3 2 0 2 8 3

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

Company name

in full

Mediterranean Nautilus 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.

By acquisition By formation of a new company By absorption

Type of merger

note one

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:

International House

3 Harbourmaster Place

IFSC, Dublin 1

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

3 2 0 2 8 3

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*

Igor Lorenzon

Date 19 October 2010

Presenter details

note four

Name

Eversheds O'Donnell Sweeney

Address

One Earlsfort Centre

Earlsfort Terrace, Dublin 2

DX number

146

DX exchange Dublin

Telephone number

+353 1 6644300

Fax number +353 1 6644300

Email

info@eversheds.ie

Reference number 26852.2

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:

See attached

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:

International House
3 Harbourmaster Place
IFSC, Dublin 1

Particulars of other merging companies

Name of Company:

Telecom Italia Sparkle Luxembourg S.A.

The registered office of the company:

L-2453 Luxembourg, 12, rue Eugène Ruppert

R.C.S. Luxembourg

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

Société anonyme

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

See attached

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:

L-2453 Luxembourg, 12, rue Eugène Ruppert

R.C.S. Luxembourg

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 with the Luxembourg Register of Commerce
and Companies under number B-77.351

Particulars of other merging companies

Name of Company:

Not applicable

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.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 OR BY E-MAIL info@cro.ie

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

The merger is a merger by absorption and the Company has no minority members.

All assets and liabilities (to the extent not satisfied prior to completion of the merger) of Mediterranean Nautilus Limited (the "**transferor company**") will by virtue of regulation 19 of the European Communities (Cross Border Merger) Regulations 2008 transfer to Telecom Italia Sparkle Luxembourg S.A. (the "**successor Company**").

Pursuant to Article 268 of the Luxembourg law of 10 August 1915 on commercial companies (as amended), creditors of the transferor company and the successor company (together, the "**merging companies**") whose claims predate the date of publication of the minutes of the extraordinary general meetings of shareholders of the merging companies may, notwithstanding any agreement to the contrary, apply within two months of that publication to the judge presiding the chamber of the *Tribunal d'Arrondissement* of Luxembourg dealing with commercial matters, to obtain adequate safeguard of collateral for any matured or unmatured debts, in case where the merger would make such protection necessary.

