

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:0002012/H/16
CROSS BORDER MERGER GAZETTE
20th April 2012

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 13 April 2012 of a proposed merger between the following companies:

Enel. Re. Limited (registered in Ireland Company number 327168.) and

Enel. Re N.V. registered with the Dutch Trade Register, maintained by the Chamber of Commerce in the Netherlands under registered number 53298098.

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 4.30 p.m at the registered office of Enel.Re Limited, 4th Floor, 25-28 Adelaide Road, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 4.30 p.m at the registered office of Enel.Re Limited, 4th Floor, 25-28 Adelaide Road, Dublin 2.

Registrar of Companies



COMPANIES REGISTRATION OFFICE

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**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

Enforcement Act 2001)

Companies Act 1990 (Form and Content of

Delivered to Registrar) Regulations 2002



5334543



CRO receipt date stamp

Companies Acts 1963 to 2009

CBM1

Company number

3 2 7 1 6 8

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes**Company name***in full*

Enel.Re 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:

4th Floor

25-28 Adelaide Road

Dublin 2

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

3 2 7 1 6 8

Legal form and law which governs the company:

Private company limited by shares incorporated under the Irish Companies Acts.

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*

LORRAINE STALIL

Date

12/4/12

Presenter details*note four*

Name

Arthur Cox

Address

Earlsfort Centre, Earlsfort Terrace, Dublin 2

DX number

27

Telephone number

01 618 0000

Email

dublin@arthurcox.com

DX exchange Dublin

Fax number 01 618 0618

Reference number DL007/008

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:

The merger will be a merger by absorption of Enel.Re into Enel.Re N.V.. There is therefore no need for member approval of the merger in accordance with regulation 11(1)(a) of the European Communities (Cross-Border Mergers) Regulations 2008 (the "Regulations"). If the merger becomes effective, all rights and obligations of the creditors of Enel.Re will transfer to Enel.Re N.V. by operation of law under regulation 19 of the Regulations.

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:

4th Floor
25-28 Adelaide Road
Dublin 2

Particulars of other merging companies

Name of Company:

Enel.Re N.V.

The registered office of the company:

Herengracht 471
1017 BS Amsterdam
The Netherlands

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

Limited liability company incorporated and existing under the laws of The Netherlands.

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

The merger will be a merger by absorption of Enel.Re into Enel.Re N.V.. The merger will therefore have no effect on the rights of minority shareholders. Enel.Re N.V. will convene a general meeting of its members to consider the proposed merger.
If the merger becomes effective, all rights and obligations of the creditors of Enel.Re will transfer to Enel.Re N.V. by operation of law under regulation 19 of the Regulations. Creditors of Enel.Re N.V. will be entitled to exercise their rights under article 2:309 of the Title 7 Book 2 Dutch Civil Code (Nederlands Burgerlijk Wetboek).

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:

Herengracht 471
1017 BS Amsterdam
The Netherlands

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:

Dutch Trade Register maintained by the Chamber of Commerce in The Netherlands under registered number 53298098.

Particulars of other merging companies

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

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:

N/A

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:
