

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0002010/I/22
SOCIETAS EUROPAEA SUBMISSIONS
RECEIVED BETWEEN
28-MAY-2010 and 3-JUN-2010

COUNCIL REGULATION (EC) NO. 2157/2001 ON THE STATUTE FOR A EUROPEAN COMPANY (SE) AND EUROPEAN COMMUNITIES (EUROPEAN PUBLIC LIMITED-LIABILITY COMPANY) REGULATIONS 2007.

Notice is hereby given pursuant to Article 21 of the above Regulation that draft terms of merger were filed in the CRO on 31 May 2010, indicating that Undershaft (AE No.2) Public Limited Company (a company formed and registered in England and Wales with registered number 6925873) will be merged into Aviva Insurance (Europe) Public Limited Company (a company formed and registered in Ireland with registered number 3319) under Article 2(1) of the council regulation thereby forming a Societas Europaea, which will be registered in Ireland. The following particulars, having been supplied to the Registrar of Companies with the said draft terms of merger, are hereby published by her as required by Article 21 of Council Regulation (EC) No. 2157/2001:

- A. Aviva Insurance (Europe) Public Limited Company is registered in Ireland with registered number 3319 and registered office at One Park Place, Hatch Street, Dublin 2.

Undershaft (AE No. 2) Public Limited Company is registered in the United Kingdom Companies House, with registered number 6925873 and registered office at St. Helens, 1 Undershaft, London EC3P 3DQ, England.

- B. Aviva Insurance (Europe) Public Limited Company maintains its company filings in the Companies Registration Office in accordance with Article 3(2) of Directive 68/151/EEC.

Undershaft (AE No.2) Public Limited Company maintains its company filings in the United Kingdom Companies House under registered number 6925873 in accordance with Article 3(2) of Directive 68/151/EEC.

- C. Aviva Insurance (Europe) Public Limited Company has creditors. The creditors of the company may exercise their rights pursuant to regulation 17 of the European Communities (Mergers and Divisions of Companies) Regulations 1987. On the formation of the proposed Societas Europaea, all rights and obligations of the creditors of the company shall be transferred, by operation of law, to the new Societas Europaea, pursuant to Article 29 of Council Regulation (EC) No. 2157/2001.

Undershaft (AE No.2) Public Limited Company does not have any creditors.

D. Aviva Insurance (Europe) Public Limited Company does not have any minority shareholders.

Undershaft (AE No. 2) Public Limited Company does not have any minority shareholders.

Full information on the arrangements made for the exercise of the rights of creditors and of any minority share holders of the merging companies, may be obtained free of charge from the following address:
One Park Place, Hatch Street, Dublin 2

E. Once the merger is complete the resulting Societas Europaea, Aviva Insurance Europe SE, will have a registered office at One Park Place, Hatch Street, Dublin 2.

Registrar of Companies

INDEX OF SUBMISSION TYPES

SE18 Draft terms of merger of Irish registered public limited company with non-Irish public limited company(ies) to form Societas Europaea which will be registered in Ireland

CRO GAZETTE, FRIDAY, 4th June 2010

SOCIETAS EUROPAEA (SE) SUBMISSIONS RECEIVED BETWEEN 28-MAY-10 AND 03-JUN-10							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
3319	Aviva Insurance (Europe) Public Limited Company	SE18	31/5/2010				

Draft terms of merger of Irish registered public limited company with non-Irish public limited liability company(ies) to form SE which will be registered in Ireland

Article 2(1) and 21 of Council Regulation 2157/2001
Section 249A Companies Act 1990 (inserted by s107
Company Law Enforcement Act 2001)
Companies Act 1990 (Form and Content of Documents
Delivered to Registrar) Regulations 2002



4368073

Companies Acts 1963 to 2009

Company number

3319

SE

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

Company name

in full

AVIVA Insurance (EUROPE) PLC

Pursuant to Article 21 of Council Regulation 2157/2001/EC, a copy of the draft terms of merger of the company with non-Irish registered public limited liability company(ies) to form an SE which will be registered in Ireland.

Company details

note one

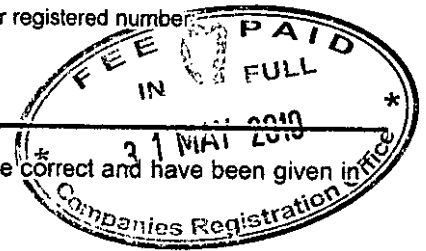
Registered office

ONE Park Place, Hatch Street,
Dublin 2, Ireland.

Legal form and law which governs the company:

Public Limited Liability Company governed
by Irish Law

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



Certification

note two

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 SE

Signature

Dermot Browne

Name *in block letters or typescript*

DERMOT BROWNE

Director Secretary *note three*

Date

28 May 2010

Presenter details

note four

Name

Address

DX number

Telephone number

Email

AXL Goodbody	
25/28 North Wall Quay	
IFSC, Dublin 1	
29	DX exchange Dublin
01 649 2000	Fax number 01 649 2649
	Reference number 01 368413

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 shareholders of the merging companies: *note five*

The creditors of the Company may exercise their rights pursuant to Regulation 17 of European Communities (Mergers and Divisions of Companies) Regulations 1987. On the formation of the proposed Societas Europaea, all rights and obligations of the creditors of the Company shall be transferred, by operation of Law, to the new Societas Europaea, pursuant to Article 29 of Council Regulation (EC) No 2157/2001.

The Company has no minority shareholders.

Full information on the arrangements made for the exercise of the rights of the creditors and any minority shareholders of the merging companies, may be obtained free of charge, from the following address:

One Park Place, Hatch Street, Dublin 2, Ireland.

Name and registered office address for the proposed Societas Europaea which will be formed as a result of the Irish registered public limited company partaking in the merger.

Proposed SE name

Aviva Insurance Europe SE

Proposed registered office for SE

One Park Place, Hatch Street, Dublin 2, Ireland

Particulars of other merging companies

Name and type of Company:

Undershaft (AE No.2) PLC

The registered office of the company:

ST Melens, 1 Undershaft, London EC 3P 3DQ
England

The Company being an EC registered company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:

The United Kingdom Companies House
under registered number 6925873.

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

Undershaft (AE No.2) PLC does not have any creditors.
Undershaft (AE No.2) PLC does not have any minority shareholders.

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:

ST Melens, 1 Undershaft, London EC 3P 3DQ
England.

Particulars of other merging companies

Name and type of Company:

Not APPLICABLE

The registered office of the company:

/

The Company being an EC registered company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:

/

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:

NOTES ON COMPLETION OF FORM SE

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 SE 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, "EC registered company" is defined as a company formed under the law of a Member State of the European Communities, other than Ireland.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2009 and does not include a company registered in Northern Ireland.

note one The registered office should correspond with the CRO register. A form B2 is completed to change address details. Form B2 can be completed free of charge at www.cro.ie.

note two This form must be certified by a director or secretary of the company.

note three Please tick the appropriate box.

note four This section must be completed by the person who is presenting Form SE to the CRO on behalf of the company. This may be either the applicant or a person on its behalf.

note five Where space is considered inadequate, a continuation sheet should be completed, in the same format as the relevant section.