



Gazette

ISSUE ID: 0002008/H/39

CROSS-BORDER MERGER SUBMISSIONS

RECEIVED BETWEEN

13-SEPT-2008 AND 18-SEPT-2008

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 18 September 2008 of a proposed merger between the following companies:

XL Europe limited company (registered in Ireland No. 163260) and

XL insurance Company Limited (registered in the Register of Companies of England and Wales, Companies House, under the number 018842414).

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 4.30pm at the registered office of XL Europe limited at La Touche House, IFSC, Dublin 1.

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 XL Europe Limited at La Touche House, IFSC, Dublin 1.

Registrar of Companies

CRO GAZETTE, MONDAY, 22nd September 2008

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 13-SEP-08 AND 18-SEP-08							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
163260	XL Europe Limited	CBM1	18/09/2008				

**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)

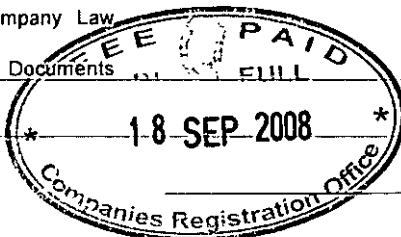
Companies Act 1990 (Form and Content of Documents
Delivered to Registrar) Regulations 2002



COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



3232547



CRO receipt date stamp

Companies Acts 1963 to 2006

Company number

1 6 3 2 6 0

CBM1

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

Company name

in full

XL 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:

LA TOUCHE HOUSE, IFSC, DUBLIN 1

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

1 6 3 2 6 0

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES COMPANIES ACTS 1963-2006

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*

DAVID GALLAGHER

Date

18/9/08

Presenter details

note four

Name

Address

DX number

Telephone number

Email

A&L GOODBODY SOLICITORS

IFSC

NORTH WALL QUAY

29 DUBLIN

+353 1 649 2000

DX exchange

Fax number +353 1 649 2649

Reference number EAM/JGG

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 of XL Europe Limited
A General Meeting of the Members of XL Europe Limited will be held in November 2008 to consider the proposed merger.
If the proposed merger becomes effective, all assets and liabilities of XL Europe Limited will transfer to XL Insurance Company Limited by operation of law pursuant to the European Communities (Cross-Border Merger) Regulations 2008 (the "Regulations") and the Companies (Cross-Border Merger) Regulations 2007 of the United Kingdom ("UK Regulations")
Creditors of XL Europe Limited do not have a statutory right under the Regulations or the UK Regulations to make representations before the High Court or the High Court of Justice of England and Wales in connection with the proposed merger. However, any unresolved written representations received from creditors by XL Europe Limited at the address below before 5pm on 5th November 2008 will be brought to the attention of the 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:

XL EUROPE LIMITED
LA TOUCHE HOUSE, IFSC, DUBLIN 1

Particulars of other
merging companies

Name of Company:

XL INSURANCE COMPANY LIMITED

The registered office of the company:

XL HOUSE, 70 GRACECHURCH STREET, LONDON EC3V 0XL
UNITED KINGDOM

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

PRIVATE COMPANY LIMITED BY SHARES GOVERNED BY THE LAWS OF THE
UNITED KINGDOM

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 of XL Insurance Company Limited
A general meeting of the shareholders of XL Insurance Company Limited will be held
on 17 November 2008 to consider the proposed merger.
If the proposed merger becomes effective all assets and liabilities of XL Europe Limited will transfer
to XL Insurance Company Limited by operation of law pursuant to the Regulations and the UK Regulations,
Regulation 11(1)(b) of the UK Regulations provides that the High Court of Justice of England and
Wales has the power, on an application under that Regulation, to order a meeting of the creditors
or a class of creditors of XL Insurance Company Limited for the purpose of getting the approval of such
creditors to the proposed merger. Any such meeting would be summoned in such manner as the court directs.
In accordance with Regulation 11(2)(c) of the UK Regulations, an application for a meeting of creditors
or a class of creditors may be made to the High Court of Justice of England and Wales at the pre-merger
certificate hearing on 27th November 2008 by any creditor of XL Insurance Company Limited. Regulation
14 of the UK Regulations states that, if a meeting of creditors or class of creditors is summoned under
Regulation 11, the draft terms of merger must be approved by a majority in number, representing 75% in value,
of the creditors or class of creditors, present and voting either in person or by proxy at the meeting.

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:

XL HOUSE, 70 GRACECHURCH STREET, LONDON EC3V 0XL,
UNITED KINGDOM

☐

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:

THE REGISTER OF COMPANIES OF ENGLAND AND WALES (COMPANIES
HOUSE) UNDER NUMBER
018842414

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*

[illegible]

-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

N	A				
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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:

N/A

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. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, O'Brien Road, Carlow, County Carlow

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