



# **Gazette**

**ISSUE ID:0002014 /H/14**  
**CROSS BORDER MERGER GAZETTE**  
**2nd April 2014**

### **European Communities (Cross Border Merger) Regulations 2008**

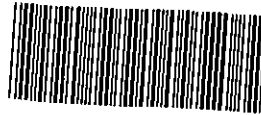
Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 27 March 2014, concerning the proposed merger between the following companies:

Zurich Insurance Public Limited Company (registered in Ireland No. 13460) and

Zurich Consortium Societa Consortile a Responsabilita Limitata.(registered at the commercial Register of Milan, Italy, under registration number 07084820963)

A copy of the court order is attached.

Registrar of Companies



**5779273**

**THE HIGH COURT**

**COMMERCIAL**

**2013 No. 506 COS**

**(2013 No. 167 COM)**

**THURSDAY THE 20<sup>TH</sup> DAY OF MARCH 2014**

**BEFORE MR JUSTICE KELLY**

**IN THE MATTER OF APPLICATIONS UNDER REGULATION 13 AND**

**REGULATION 14 OF THE EUROPEAN COMMUNITIES (CROSS-**

**BORDER MERGERS) REGULATIONS 2008**

**AS AMENDED BY THE EUROPEAN COMMUNITIES (MERGERS AND**

**DIVISIONS OF COMPANIES) (AMENDMENT) REGULATIONS 2011**

**AND**

**IN THE MATTER OF ZURICH INSURANCE PLC**

**AND ZURICH CONSORTIUM SOCIETÀ CONSORTILE A**

**RESPONSABILITÀ LIMITATA**

**APPLICANTS**

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Upon Motion of Counsel on behalf of Zurich Consortium Società Consortile a Responsabilità Limitata (**Consortium**) and Zurich Insurance plc (**ZIP**), (together the **Applicants** herein), pursuant to an Originating Notice of Motion herein dated 6 November 2013 for an Order confirming scrutiny of the legality of the cross-border merger between ZIP and Consortium 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 as amended by the European Communities (Mergers and Divisions of Companies) (Amendment) Regulations 2011 (the **Regulations**)

And upon reading the Order of Mr Justice Kelly dated 14 January 2014 (the **Second Order**), the Supplemental Affidavit of Richard Michael Reid filed on 11 March 2014, the Affidavit of Chiara Italiano Medcalf filed on 11 March

2014, the Affidavit of Laura Mulleady filed on 19 March 2014, the Affidavit of Jim Harper filed on 20 March 2014 and the documents and exhibits referred in the said Affidavits

And on reading said Originating Notice of Motion

And on hearing said Counsel

**IT IS ORDERED AND CONFIRMED** that:

1. the requirement to issue directions pursuant to Order 75 rule 26(2)(c) of the Rules of the Superior Courts for the purpose of establishing the creditors of ZIP entitled to be heard in accordance with Regulation 15 of the Regulations, an inquiry as to the debts or claims against ZIP, and proceedings to be taken for settling the list of creditors or any orders pursuant to that provision are hereby dispensed with
2. the Court has completed the scrutiny and confirmed the legality of the cross-border merger between ZIP and Consortium as regards that part of the procedure that concerns completion of the cross-border merger
3. ZIP and Consortium merge upon the terms of the Common Draft Terms entered into between ZIP and Consortium such that, pursuant to Regulation 19(1) of the Regulations:
  - 3.1. all of the assets and liabilities of Consortium are transferred to ZIP and allocated by ZIP to ZIP's Italian branch for tax and accounting purposes;
  - 3.2. Consortium is dissolved;
  - 3.3. all legal proceedings pending by or against Consortium shall be continued with the substitution, for Consortium, of ZIP as a party;
  - 3.4. every contract, agreement or instrument to which Consortium is a party shall, notwithstanding anything to the contrary contained in that contract, agreement or instrument, be construed and have effect as if-

- 3.4.1. ZIP had been a party thereto instead of Consortium,
    - 3.4.2. for any reference (however worded and whether express or implied) to Consortium there were substituted a reference to ZIP, and
    - 3.4.3. any reference (however worded and whether express or implied) to the directors, officers, representatives or employees of Consortium, or any of them, were, respectively, a reference to the directors, officers, representatives or employees of ZIP or to such director, officer, representative or employee of ZIP as the successor company nominates for that purpose or, in default of nomination, to the director, officer, representative or employee of ZIP who corresponds as nearly as may be to the first-mentioned director, officer, representative or employee,
  - 3.5. every contract, agreement or instrument to which Consortium is a party becomes a contract, agreement or instrument between ZIP and the counterparty with the same rights, and subject to the same obligations, liabilities and incidents (including rights of set-off), as would have been applicable thereto if that contract, agreement or instrument had continued in force between Consortium and the counterparty, and any money due and owing (or payable) by or to Consortium under or by virtue of any such contract, agreement or instrument shall become due and owing (or payable) by or to ZIP instead of Consortium; and
  - 3.6. an offer or invitation to treat made to or by Consortium before the effective date shall be construed and have effect, respectively, as an offer or invitation to treat made to or by ZIP
4. for the purposes of Regulation 14(4) of the Regulations, the merger between ZIP and Consortium shall take effect at 00.01 hours on 24 March 2014

**THE HIGH COURT**

5. in accordance with Order 75, rule 26(5) of the Rules of the Superior Courts  
an attested copy of this Order be sent by the Registrar of the Court to the  
Registrar of Companies by pre-paid registered post

**NIAMH DERMODY  
REGISTRAR  
21 MARCH 2014**

A&L Goodbody,  
Solicitors for the Applicants

**A COPY WHICH I ATTEST**

*N. Dermody*  
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**FOR REGISTRAR**