

THE HIGH COURT

COMMERCIAL

RECORD NO. H.COS.2024.0000244

**IN THE MATTER OF OCTIUM LIFE DESIGNATED ACTIVITY COMPANY
AND IN THE MATTER OF OCTIUM ASSURANCE AG**

**AND IN THE MATTER OF THE EUROPEAN UNION (CROSS-BORDER
CONVERSIONS, MERGERS, AND DIVISIONS) REGULATIONS 2023**

**AND IN THE MATTER OF AN APPLICATION PURSUANT TO REGULATION 42
OF THE EUROPEAN UNION (CROSS-BORDER CONVERSIONS, MERGERS,
AND DIVISIONS) REGULATIONS 2023**

**OCTIUM LIFE DESIGNATED ACTIVITY COMPANY
AND OCTIUM ASSURANCE AKTIENGESELLSCHAFT**

Applicants

NOTICE

NOTICE IS HEREBY GIVEN that Octium Assurance Aktiengesellschaft incorporated under the laws of Liechtenstein with company number FL-0002.043.080-1 (the "**Transferor Company**") having its registered office at Austrasse 61, LI-9490, Vaduz, Liechtenstein and Octium Life Designated Activity Company incorporated under the laws of Ireland with company number 367637 (the "**Successor Company**"), having its registered office at College Park House, South Frederick Street, Dublin 2, Ireland (together the "**Applicant Companies**") will apply to the High Court of Ireland sitting at the Four Courts, Inns Quay, Dublin 7, Ireland at 11.00 o'clock in the forenoon on the 13th day of November 2024, for an order pursuant to (i) Regulation 39 merger of the European Union (Cross-Border Conversions, Mergers, And Divisions) Regulations 2023 (S.I. No. 233 Of 2023) (the "**Irish Merger Regulations**") directing that a pre-merger certificate issue to the Successor Company and (ii) Regulation 42 of the Irish Merger Regulations confirming the legality of the Proposed Merger; and upon the terms of Common Draft Terms of Merger executed by the directors of the Applicant Companies on 17 July 2024, pursuant to which all of the assets and liabilities of the Transferor Company will transfer to the Successor Company and the Transferor

Company (including its Italian Branch) will be dissolved without going into liquidation (the "**Proposed Merger**").

The assets and liabilities transferring from the Transferor Company to the Successor Company include all assets and liabilities relating to an insurance portfolio of the Transferor Company (the "**Proposed Transfer**", together with the Proposed Merger being the "**Proposed Transaction**"). The Proposed Transfer is subject to the approval / non-objection of the Central Bank of Ireland and the relevant regulator in Liechtenstein, Germany, Belgium and Italy.

AND FURTHER TAKE NOTICE THAT any member, creditor or interest party who wishes to be heard on the hearing of the said originating notice of motion (the "**Motion**") is required to notify Matheson LLP, 70 Sir John Rogerson's Quay, Dublin 2 (in writing) ("**Solicitors for the Applicants**") marked for the attention of Grainne Callanan/Alison Shanley (reference GC 673043/2), no later than 5.00pm on Friday, the 8th day of November 2024 of their intention to appear on the said Motion and should indicate to the Solicitors for the Applicants whether such person or persons support or oppose the said Motion and further should, by said time and date, file in court and furnish to the Solicitors for the Applicants such evidence by way of affidavit as is proposed to be relied upon at the hearing of the Motion by such person.

Dated 18 October 2024

Signed: Matheson LLP
Solicitors for the Applicants
70 Sir John Rogerson's Quay
Dublin 2
Ireland

Please note, any member, creditor or other interested party of the Applicant Companies who desires to obtain a copy of the originating notice of motion and grounding affidavit should contact the Solicitors for the Applicants.

This notice is placed at the order of the High Court of Ireland dated 14 October 2024