

CITIBANK INTERNATIONAL LIMITED
COMPANY NO. 01088249

THE HIGH COURT

COMMERCIAL

2015 No. 354 COS

(2015 No. 108 COM)



R4KVSGCZ

RCS

24/11/2015

#43

COMPANIES HOUSE

TUESDAY THE 17TH DAY OF NOVEMBER 2015

BEFORE MR JUSTICE MCGOVERN

**IN THE MATTER OF CITIBANK EUROPE PUBLIC LIMITED
COMPANY**

AND IN THE MATTER OF CITIBANK INTERNATIONAL LIMITED

**AND IN THE MATTER OF THE EUROPEAN COMMUNITIES (CROSS-
BORDER MERGERS) REGULATIONS 2008**

Upon Motion of Counsel for Citibank Europe Public Limited
Company (**CEP**) and Citibank International Limited (**CIL**), the Applicants herein,
pursuant to Originating Notice of Motion dated the 1st day of October 2015

And upon reading the said Originating Notice of Motion, the
Affidavits of Aidan Brady filed on the 1st day of October 2015 and the 11th day of
November 2015 and the documents and exhibits referred to in the said Affidavits
including the certificate from the competent authority in the United Kingdom
confirming that CIL has completed the pre-merger requirements under the
Companies (Cross-Border Mergers) Regulations 2007, as amended and
supplemented, which implements, in the United Kingdom, Directive 2005/56/EC of
the European Parliament and of the Council of 26 October 2005 on Cross-Border
Mergers of Limited Liability Companies and the Affidavit of Berni Hosty and the
exhibit thereto confirming the Applicants' compliance with the directions of this
Court to advertise the hearing of the Originating Notice of Motion herein once each
in the Irish Times and the Financial Times at least 7 days prior to the hearing of this
Motion and the Certificate of Berni Hosty dated the 17th day of November 2015

THE HIGH COURT

And upon reading the Certificate of this Honourable Court dated the 12th day of October 2015 certifying that CEP has completed properly the pre-merger acts and formalities in respect of the proposed merger with CIL for the purposes of the European Communities (Cross-Border Mergers) Regulations 2008, as amended and supplemented, which implements, in Ireland, Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on Cross-Border Mergers of Limited Liability Companies (the **Irish Regulations**)

And upon hearing said Counsel

THE COURT DOTH ORDER that pursuant to Regulation 14 of the Irish Merger Regulations, and following scrutiny of the legality of the Draft Terms of Cross Border Merger (the **Merger**), as regards that part of the procedure which concerns the completion of the Merger, CEP and CIL may merge upon the terms of the Merger

AND THE COURT DOTH ORDER that pursuant to Regulation 14 of Irish Regulations, the Merger shall take effect at 00 01 on 1 January 2016

AND THE COURT DOTH ORDER that CEP shall be the "Successor Company" as defined in the Irish Merger Regulations

AND THE COURT DOTH ORDER that pursuant to the Merger all of the assets and liabilities of CIL are transferred to CEP, as Successor Company, whereupon CIL shall be automatically dissolved without going into liquidation

And the Court doth give liberty to apply

A COPY WILL BE FORWARDED

FOR RECORD

**NIAMH DERMODY
REGISTRAR
17 NOVEMBER 2015**

A&L Goodbody,
Solicitors for the Applicants