

16 January, 2018

## **General Information on the Proposed Merger of Bank of America Merrill Lynch International Limited and Bank of America Merrill Lynch International DAC.**

The Proposed Merger will take effect in accordance with Chapter II, Title II of Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law (which repeals and codifies the Cross-Border Mergers Directive (2005/56/EC)) as implemented in the United Kingdom by the Companies (Cross-Border Mergers) Regulations 2007 (SI 2007/2974) and as amended and supplemented and as implemented in Ireland by the European Communities (Cross-Border Mergers) Regulations 2008 (SI No. 157 of 2008) as amended and supplemented. The merger involves a court-approved process with applications being made to both the English and Irish courts, as well as shareholder approvals of each of BAMLI Ltd and BAMLI DAC being sought.

The cross-border merger regime under which the Proposed Merger will be implemented is set out in article 118 to article 134 of Directive (EU) 2017/1132 (the "Directive") and is implemented in the United Kingdom through the Companies (Cross-Border Mergers) Regulations 2008 (SI 2007/2974) (the "UK Merger Regulations") and in Ireland through the European Communities (Cross-Border Mergers) Regulations 2008 (SI 2008/158) (the "Irish Merger Regulations"). The Directive contemplates different types of mergers, including a merger where one or more companies, on being dissolved without going into liquidation, transfer all their assets and liabilities to another existing company (Article 119(2)). The Proposed Merger will be implemented as such a merger, in accordance with the UK Merger Regulations which defines it as "a merger by absorption" (regulation 2(2) of the UK Merger Regulations) and although it is the same singular merger process, in accordance with the Irish Merger Regulations which defines it as a "merger by acquisition" (regulation 2(1) of the Irish Merger Regulations).

If at the final stage of the court process the Irish court approves the Proposed Merger (having considered the Proposed Merger as a whole, including the interests of creditors), this will have the effect, on the effective date of the Proposed Merger, of transferring all of BAMLI Ltd's assets and liabilities to BAMLI DAC. The Proposed Merger will also result in BAMLI Ltd dissolving by operation of law.

Should you have any queries regarding the proposed merger, please contact us at [BAMLICommunications2@baml.com](mailto:BAMLICommunications2@baml.com). The latest copies of documents describing the Proposed Merger in further detail will also be available at [www.bofam.com/brexit](http://www.bofam.com/brexit) as the process advances.

### **BAMLI Ltd**

BAMLI Ltd is a company registered and headquartered in the UK. It is regulated as a credit institution under the Capital Requirements Directive (Directive 2013/36/EU) and the Capital Requirements Regulations (Regulation (EU) 575/2013/EU) (as implemented in the UK) and authorised by the PRA and regulated by the PRA and the FCA. It is a direct, wholly-owned subsidiary of Bank of America, N.A. and an indirect, wholly-owned subsidiary of Bank of America Corporation.

### **BAMLI DAC**

BAMLI DAC is a company registered and headquartered in Ireland. It is regulated as a credit institution under the Capital Requirements Directive (Directive 2013/36/EU), the Capital Requirements Regulations (Regulation (EU) 575/2013/EU) and the Single Supervisory Mechanism Regulation (Regulation (EU) 1024/2013) (as implemented in Ireland). It is deemed licensed by the ECB as a bank under the Central Bank Act 1971 of Ireland and is regulated by the CBI and the ECB. BAMLI DAC is a direct, wholly-owned subsidiary of Bank of America, N.A. and an indirect, wholly-owned subsidiary of Bank of America Corporation. It was incorporated in Ireland as a limited liability company on 21 February 1995 under the name of Merrill Lynch International Bank Limited with registered number 229165, and converted to a designated activity company on 15 June 2016. It changed its name to Bank of America Merrill Lynch International DAC on 2 October 2017.

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## **Credit Ratings**

BAMLI Ltd is currently ascribed a long-term senior and short-term credit rating of A+/A-1 by Standard & Poor's and A/F1 by Fitch. It is expected, based on the entities' current ratings and our understanding of S&P and Fitch's rating methodologies that BAMLI DAC will be ascribed the same credit ratings following the Proposed Merger.

## **Branches**

The Proposed Merger will transfer the whole of the business of BAMLI Ltd including business conducted through its branches. It is intended that regulated BAMLI DAC branches will be established or transferred from the corresponding BAMLI Ltd branches in each of the countries where BAMLI Ltd currently has a branch (i.e. Belgium, France, Germany, Ireland, Italy, the Netherlands, Spain and Switzerland). Your contracts and services with those branches will transfer to the corresponding branch of BAMLI DAC. Further, contracts and services with BAMLI Ltd's Ireland branch will effectively be transferred to BAMLI DAC's head office in Ireland.

BAMLI DAC's existing UK branch will continue to exist. If you have a relationship with BAMLI Ltd in the UK (i.e. the head office and not a local branch) then, unless we notify you otherwise, your relationship will be with BAMLI DAC's UK branch upon the Proposed Merger taking effect.

## **Services**

Our firm intention is that the Proposed Merger results in minimal disruption for you although some operational changes may need to be made in order to satisfy local regulatory requirements. We will notify you on or prior to the completion of the Proposed Merger of any changes to account numbers, sort codes, IBIC/SWIFT codes and/or any operational changes or changes in contact details (if any).