

THE NATIONAL INSURANCE AND GUARANTEE CORPORATION LIMITED

(Registered in England & Wales - No 00042133)

STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF SECTION 644(5) COMPANIES ACT  
2006

Dated 12<sup>th</sup> December 2011

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 12<sup>th</sup> December 2011 as a Special Resolution

THAT the issued share capital of the Company be reduced from £265,000,000, divided into 265,000,000 Ordinary Shares of £1 each (Ordinary Shares) all of which are fully paid, to £100, divided into 100 Ordinary Shares of £1 each by cancelling 264,999,900 of the issued Ordinary Shares, leaving 100 Ordinary Shares which will be beneficially owned by U K Insurance Limited

In accordance with section 644(5) of the Companies Act 2006, we, being all of the directors of the Company as at the date hereof, confirm that

- (a) the solvency statement made by the directors of the Company dated 12<sup>th</sup> December 2011 (the **Solvency Statement**) (a copy of which is attached to this statement) was made not more than 15 days before the date on which the Special Resolution set out above was passed, and
- (b) in accordance with section 642(2) of the Companies Act 2006, a copy of the Solvency Statement was sent or submitted to every eligible member of the Company at or before the time at which the proposed Special Resolution set out above was sent or submitted to him or her

Signed by all of the directors of the Company as at the date of this statement



Christopher Paul Sullivan

Paul Robert Geddes

Darrell Paul Evans

Ian Falconer

Jonathan Paul Greenwood

Sheree Kim Howard

Andrew William Palmer

Anthony John Reizenstein

WEDNESDAY



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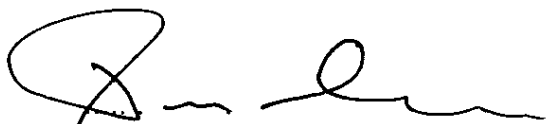
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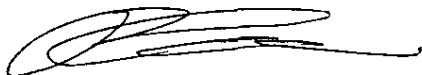
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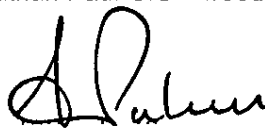


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