(Registered in England & Wales - No 00042133)

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

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

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 12th 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

- the solvency statement made by the directors of the Company dated 12th December 2011 (a) (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

14/12/2011 COMPANIES HOUSE

(Registered in England & Wales - No 00042133)

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

		Dated 1	2 <sup>th</sup> December 2011					
n 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 Sta	atement) (a copy o	directors of the Company dated 12 <sup>th</sup> December 2011 f which is attached to this statement) was made not on which the Special Resolution set out above was					
(b)	Statement was se	nt or submitted to	the Companies Act 2006, a copy of the Solvency every eligible member of the Company at or before al Resolution set out above was sent or submitted to					
Signed by a	all of the directors of	the Company as a	t the date of this statement					
			Z_Q					
Christopher Paul Sullivan			Paul Robert Geddes					
Darrell Pau	I Evans		Ian Falconer					
Janen au	Lvans		ian i alconer					
Jonathan P	aul Greenwood		Sheree Kım Howard					
Andrew Wil	lıam Palmer		Anthony John Reizenstein					

(Registered in England & Wales - No 00042133)

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

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

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 12th 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

- 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
- 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

Jan Falconer

Jonathan Paul Greenwood

Sheree Kim Howard

Anthony John Reizenstein

Andrew William Palmer

(Registered in England & Wales - No 00042133)

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

			2000		
		Dated	12 <sup>th</sup> December 2011		
In accordar agreed to a	nce with Chapter 2 and duly passed or	of Part 13 of the 12 <sup>th</sup> December	e Companies Act 2006, the following resolution was r 2011 as a Special Resolution		
265,000,00 into 100 Or	0 Ordinary Shares dinary Shares of £	of £1 each (Or £1 each by cand	company be reduced from £265,000,000, divided in rdinary Shares) all of which are fully paid, to £100, divide relling 264,999,900 of the issued Ordinary Shares, leaving y owned by U K Insurance Limited	ed	
	nce with section 6 is at the date here		ompanies Act 2006, we, being all of the directors of the	ıe	
(a)	(the Solvency S	<b>Statement</b> ) (a c	y the directors of the Company dated 12 <sup>th</sup> December 20 <sup>rd</sup> opy of which is attached to this statement) was made n date on which the Special Resolution set out above wa	o	
(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 a	all of the directors	of the Company	as at the date of this statement		
Christophei	r Paul Sullivan		Paul Robert Geddes Walkond C.A.		
Darrell Pau	l Evans		(Afalconer CA ·		
Jonathan P	aul Greenwood		Sheree Kım Howard		
Androw Wil	Iliam Palmor		Anthony John Boizonstoin		

(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 accordan agreed to a	ce with Chapter nd duly passed o	2 of Part 13 of the on 12 <sup>th</sup> December	e Companies Act 2006, the following resolution	on was		
265,000,000 into 100 Ord	Ordinary Share dinary Shares of	es of £1 each (Ord £1 each by cance	ompany be reduced from £265,000,000, dinary Shares) all of which are fully paid, to £elling 264,999,900 of the issued Ordinary Shay owned by U K Insurance Limited	100, divided		
		644(5) of the Coreof, confirm that	ompanies Act 2006, we, being all of the dire	ectors of the		
(a)	the solvency statement made by the directors of the Company dated 12 <sup>th</sup> December 2011 (the <b>Solvency Statement</b> ) (a copy of which is attached to this statement) was made no more than 15 days before the date on which the Special Resolution set out above was passed, and					
(b)	Statement was	e with section 642(2) of the Companies Act 2006, a copy of the Solvency as sent or submitted to every eligible member of the Company at or before nich the proposed Special Resolution set out above was sent or submitted to				
Signed by a	ll of the directors	s of the Company	as at the date of this statement			
Christopher Paul Sullivan			Paul Robert Geddes			
Darrell Paul Evans		1	lan Falconer			
J. Law . Jonathan Paul Greenwood		<b>/</b> .	Sheree Kım Howard			
Andrew William Palmer			Anthony John Reizenstein			