

QBE Holdings (Europe) Limited (the Company)

(Registered in England & Wales - No 02843890)

TUESDAY



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27/09/2016

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COMPANIES HOUSE

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

(Dated 27 September 2016)

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the Companies Act 2006 (CA 2006)

As set out in the written resolution circulated to members on 27 September 2016, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 (**Solvency Statement**) on 27 September 2016 and the resolution approving the reduction of capital (**Resolution**) was passed as a written resolution on 27 September 2016.

We confirm that

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed
- A copy of the Solvency Statement was provided to the member in accordance with section 642(2) of the CA 2006, that is, it was submitted to the sole eligible member at or before the time at which the proposed Resolution was submitted to it

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

David Winkett

Robert Stone