

Company Number 02843890

TUESDAY



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27/09/2016

#101

COMPANIES HOUSE

WRITTEN RESOLUTION

of

QBE Holdings (Europe) Limited (the "Company")

CIRCULATION DATE. 27 September 2016

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolution is passed as a special resolution in accordance with section 283 Companies Act 2006

Special Resolution

THAT the directors of the Company having on 27 September 2016 made a solvency statement in accordance with section 643 of the Companies Act 2006, the capital of the Company be reduced by (i) cancelling and extinguishing £3,999,996 issued ordinary shares of £0.25 each in the capital of the Company and registered in the name of QBE Holdings (EO) Limited and crediting £999,999 to its profit and loss account, and (ii) reducing the Company's 'capital reserve' from £20,027,008 to zero and crediting £20,027,008 to its profit and loss account

By Order of the Board:

27/9/2016.

Director
For and on behalf of QBE Holdings (Europe) Limited

Date

Registered Office
Plantation Place,
30 Fenchurch Street,
London EC3M 3BD

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows
 - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
 - The document must be sent to the Company in hard copy form at its registered address marked for the attention of the Company Secretary
 - A member's agreement to a written resolution, once signified, may not be revoked
 - A written resolution is passed when the required majority of eligible members has signified their agreement to it
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which names of the joint holder appear in the Register of Members
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document