

FILE COPY

CERTIFICATE OF REGISTRATION OF ORDER OF COURT AND STATEMENT OF CAPITAL ON REDUCTION OF CAPITAL

Company No. 3121594

Whereas BRIT INSURANCE HOLDINGS PLC

having by Special Resolution reduced its capital as confirmed by an Order of the High Court of Justice, Chancery Division

dated the 18th December 2009

Now therefore I hereby certify that the said Order and Statement of Capital approved by the Court were registered pursuant to section 649 of the Companies Act, 2006, on the **21st December 2009**

Given at Companies House, Cardiff the 24th December 2009

RCS 71.12.09 COMPANIES HOUSE

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An Authorised Officer