

Schedule 5

Statement regarding the special resolution to be filed at Companies House in accordance with section 644(5) CA 2006

ABERDEEN UNDERWRITING ADVISERS LIMITED

(Registered in England & Wales - No 03317598)

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

(11 August 2014)

The following resolution was duly passed as a special resolution by written resolution of the shareholders (the **Written Resolution**)

The issued share capital of the Company be reduced from £400,000 divided into 400,000 Ordinary Shares of £1 each (**Ordinary Shares**) all of which are fully paid, to £18,181 divided into 18,181 Ordinary Shares of £1 each and that such reduction of capital be effected by cancelling 381,819 Ordinary Share, beneficially held by ALIT Insurance Holdings 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 11 August 2014 (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 Written 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 Written 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


Mauricio Clemente Carrillo-Morales


David Stephen Saker


Steven Mark Smith


Daniel John Will

