

[THE DIRECTORS' COMPLIANCE STATEMENT AND TEXT OF SPECIAL RESOLUTION TO BE
FILED AT COMPANIES HOUSE]

LEGAL INDEMNITY OPERATIONS LIMITED

(the Company)

(Registered in England and Wales with Company Number 03981077)

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

(Dated 13 September 2016)

In accordance with Chapter 2 of Part 13 Companies Act 2006, the following resolution was agreed to and duly passed on 13 September 2016 as a special resolution

THAT the issued share capital be reduced from £500,000 00, divided into 500,000 Ordinary Shares of £1 00 each (all of which are fully paid) (the **Ordinary Shares**) to £1 00 by cancelling and extinguishing all but one of the issued Ordinary Shares and the amount by which the share capital is so reduced, being £499,999 00, be credited to a reserve and, upon registration of the documents required by section 644 Companies Act 2006 by the Registrar of Companies in England and Wales to effect the reduction, such reserve be used to offset accumulated realised losses of the Company and the balance then be treated as realised profit and made available for distribution to the sole holder of the Ordinary Shares

In accordance with section 644(5) 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 13 September 2016 (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) Companies Act 2006, a copy of the Solvency Statement was submitted to the sole member of the Company at or before the time at which the proposed special resolution set out above was submitted to it

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

Richard Collins

Richard Edward Collins

Thomas Fothergill

Thomas Fothergill

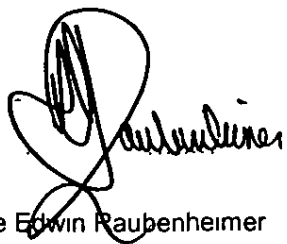
David Angus McIntosh

David Angus McIntosh

TUESDAY



LD1
13/09/2016
COMPANIES HOUSE
#41

A handwritten signature in black ink, appearing to read "Raubenheimer". The signature is stylized with a large, looped initial "R" and a long, sweeping underline.

George Edwin Raubenheimer

A handwritten signature in black ink, appearing to read "W. R. Treen". The signature is written in a cursive style with a long, horizontal flourish at the end.

William Raymond Treen