

**WRITTEN RESOLUTION OF
CHARTIS UK HOLDINGS LIMITED (the *Company*)**

COMPANY NO. ~~1200000~~ 06338631

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the *Company* propose that the resolution below be passed a special resolution (the ***Resolution***)

SPECIAL RESOLUTION

WHEREAS,

- (1) two hundred thousand (200,000) unissued ordinary shares of £1 each in the capital of the *Company* were converted into two hundred thousand (200,000) preferred shares with nominal value of £1 each (the ***Preferred Shares***) by means of a written member's resolution dated 18 October 2007 (the ***Written Resolution***), each Preferred Share having the rights and being subject to the restrictions set out in the *Written Resolution*,
- (2) the *Written Resolution* provided that the Preferred Shares should have an annual yield of 6.5%, subject to the articles of association of the *Company* and the restrictions set out in the *Written Resolution* (the ***Annual Yield***),
- (3) the Preferred Shares were issued to Chartis Overseas Limited on 18 October 2007 for a subscription price paid to the *Company* of £100 per Preferred Share (the ***Subscription Price***),
- (4) the members of the *Company* wish to record their common understanding and clarify that the *Annual Yield* is payable on the Preferred Shares by reference to the *Subscription Price* (and not the nominal value of the Preferred Shares), and
- (5) the consent of each member of the *Company* in his capacity as a member of the class of ordinary shareholder or preferred shareholder, as applicable, has been sought in connection with this *Resolution*,

THEREFORE THE COMPANY RESOLVES THAT:

It be recorded and confirmed that the *Annual Yield* on the Preferred Shares of the *Company* set out in the *Written Resolution* is and shall be payable upon the *Subscription Price* (and not the nominal value of the Preferred Shares)

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the *Resolutions*

The undersigned, being persons entitled to vote on the *Resolutions* on 14 July 2011 (the ***Circulation Date***), hereby irrevocably agree to the *Resolutions*

Signed for and on behalf of
New Hampshire Insurance Company

Date

S. B. Smith
July 14, 2011

TUESDAY



A43

ANLRRWC8

02/08/2011

231

COMPANIES HOUSE

Signed for and on behalf of
American Home Assurance Company

Date

J. Bruden

July 14, 2011

Signed for and on behalf of
National Union Fire Insurance Company
of Pittsburgh, Pa
Date

J. Bruden

July 14, 2011

Signed for and on behalf of
Chartis Overseas Limited

Date

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Signed for and on behalf of
Chartis Bermuda Limited

Date

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Signed for and on behalf of
Chartis Overseas Association

Date

J. Bruden

July 14, 2011

Signed for and on behalf of
Chartis Luxembourg Financing Limited

Date

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A copy of the Resolution was sent to the Company's auditors, Pricewaterhouse Coopers LLP
on 14 July 2011 pursuant to s 502 of the Companies Act 2006

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering a signed copy to the Company Secretary at The Chartis Building, 58 Fenchurch Street, London EC3M 4AB

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date

**CONSENT OF THE CLASS OF ORDINARY SHAREHOLDERS OF
CHARTIS UK HOLDINGS LIMITED (the Company)**

COMPANY NO. ~~000000~~ 06839631

We, being the holders of no less than three-quarters of the nominal value of the ordinary shares in the capital of the Company, hereby **CONSENT** in writing, in accordance with Article 13 of the articles of association of the Company, to the written resolution proposed by the Company to its members on 14 July 2011 (the *Resolution*) and the matters contained therein, for all purposes, including to the extent that such consent is necessary for the purposes of the Companies Act 2006, the articles of association of the Company or otherwise

The undersigned, being holders of the Ordinary Shares of the Company on 14 July 2011, hereby irrevocably give such consent

Signed for and on behalf of
New Hampshire Insurance Company

Date

J. Brader

July 14, 2011

Signed for and on behalf of
American Home Assurance Company

Date

J. Brader

July 14, 2011

Signed for and on behalf of
National Union Fire Insurance Company
of Pittsburgh, Pa

Date

J. Brader

July 14, 2011

Signed for and on behalf of
Chartis Bermuda Limited

Date

J. Brader

Signed for and on behalf of
Chartis Overseas Association

Date

July 14, 2011

Signed for and on behalf of
Chartis Luxembourg Financing Limited

Date

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**CONSENT OF THE CLASS OF ORDINARY SHAREHOLDERS OF
CHARTIS UK HOLDINGS LIMITED (the *Company*)**

COMPANY NO. ~~0133300~~ 06338631

We, being the holders of no less than three-quarters of the nominal value of the ordinary shares in the capital of the Company, hereby **CONSENT** in writing, in accordance with Article 13 of the articles of association of the Company, to the written resolution proposed by the Company to its members on 14 July 2011 (the *Resolution*) and the matters contained therein, for all purposes, including to the extent that such consent is necessary for the purposes of the Companies Act 2006, the articles of association of the Company or otherwise

The undersigned, being holders of the Ordinary Shares of the Company on 14 July 2011, hereby irrevocably give such consent

Signed for and on behalf of
New Hampshire Insurance Company

Date

Signed for and on behalf of
American Home Assurance Company


Date

Signed for and on behalf of
National Union Fire Insurance Company
of Pittsburgh, Pa

Date

Signed for and on behalf of
Chartis Bermuda Limited

Date


July 14, 2011

Signed for and on behalf of
Chartis Overseas Association

Date

Signed for and on behalf of
Chartis Luxembourg Financing Limited

Date

**CONSENT OF THE CLASS OF ORDINARY SHAREHOLDERS OF
CHARTIS UK HOLDINGS LIMITED (the *Company*)**

COMPANY NO ~~123456~~ 06338631

We, being the holders of no less than three-quarters of the nominal value of the ordinary shares in the capital of the Company, hereby **CONSENT** in writing, in accordance with Article 13 of the articles of association of the Company, to the written resolution proposed by the Company to its members on 14 July 2011 (the ***Resolution***) and the matters contained therein, for all purposes, including to the extent that such consent is necessary for the purposes of the Companies Act 2006, the articles of association of the Company or otherwise

The undersigned, being holders of the Ordinary Shares of the Company on 14 July 2011, hereby irrevocably give such consent:

Signed for and on behalf of
New Hampshire Insurance Company

Date

Signed for and on behalf of
American Home Assurance Company

Date

Signed for and on behalf of
National Union Fire Insurance Company
of Pittsburgh, Pa

Date

Signed for and on behalf of
Chartis Bermuda Limited

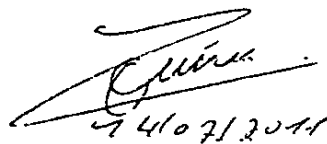
Date

Signed for and on behalf of
Chartis Overseas Association

Date

Signed for and on behalf of
Chartis Luxembourg Financing Limited

Date


7 4/07/2011

**CONSENT OF THE CLASS OF PREFERRED SHAREHOLDERS OF
CHARTIS UK HOLDINGS LIMITED (the *Company*)**


COMPANY NO. ~~1000000~~ 06338631

We, being the sole holder of preferred shares in the capital of the Company, hereby **CONSENT** in writing, in accordance with Article 13 of the articles of association of the Company, to the written resolution proposed by the Company to its members on 14 July 2011 (the ***Resolution***) and the matters contained therein, for all purposes, including to the extent that such consent is necessary for the purposes of the Companies Act 2006, the articles of association of the Company or otherwise

The undersigned, being the sole holder of the preferred shares in the capital of the Company on 14 July 2011, hereby irrevocably give our consent

Signed for and on behalf of
Chartis Overseas Limited

Date


July 14, 2011