

Company No. 94405

**CGU UNDERWRITING LIMITED**  
(the "Company")

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**DIRECTORS STATEMENT OF COMPLIANCE**

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We, being all the directors of the Company, for the purposes of Section 644 of the Companies Act 2006 (the "Act") do confirm that

- (i) the solvency statement of the Company made by the directors on 24 October 2012 and a copy of which is attached (the "Solvency Statement") was made no more than 15 days prior to the date of the passing of the written resolution by the sole member in respect of the reduction of share capital of the Company, which took effect by virtue of special resolutions, a copy of which is attached, and
- (ii) the Solvency Statement was provided to the sole member in accordance with section 642(2) of the Act

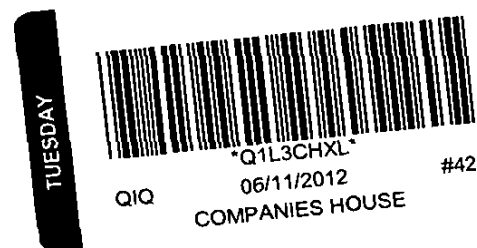
Dated 26 October 2012



C J Abrahams

J J Burrows

A Schmidt



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*A. Schmidt*  
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