

UNIONE ITALIANA (U.K.) REINSURANCE COMPANY LIMITED

(the Company)  
(Registered in England & Wales - No 00199059)

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

(Dated 6 December 2011)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 6 December 2011 as a Special Resolution

**Special Resolution**

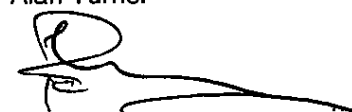
- (a) THAT the issued ordinary share capital of the Company be reduced from £17,000,000 divided into 17,000,000 ordinary shares of £1 each (**Ordinary Shares**) all of which are fully paid to £7,000,000, divided into 7,000,000 Ordinary Shares by cancelling 10,000,000 of the issued Ordinary Shares held by Virginia Holdings Limited (the **Share Capital Reduction**)

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 6 December 2011 (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) 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 proposed Special 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

  
Alan Turner

  
Paul Thomas

  
Gareth Nokes

  
Ian Millar

WEDNESDAY



\*AEVUYZV5\*

A50

07/12/2011

92

COMPANIES HOUSE