

QBE UK LIMITED (the Company)

(Registered in England & Wales – No. 01761561)

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

(Dated 7 April 2021)

WRITTEN RESOLUTIONS

In accordance with Chapter 2 of Part 13 CA 2006, the following resolution was agreed to and duly passed on 7 April 2021 as a special resolution:

THAT the whole of the amount standing to the credit of the Share Premium Account and the Capital Redemption Reserve of the Company be cancelled.

In accordance with section 644(5) CA 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 7 April 2021 (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) CA 2006, a copy of the Solvency Statement was sent or submitted to the sole member of the Company at or before the time at which the proposed special resolution set out above was sent or submitted to it.

In accordance with section 644(5) CA 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 7 April 2021 (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(3) CA 2006, a copy of the Solvency Statement was made available for inspection by the members of the Company throughout the meeting at which the special resolution set out above was proposed.

Signed by all of the Directors of the Company as at the date of this statement.

