



The Directors
Gracechurch UTG No. 363 Limited (formerly Catlin (Three) Limited)
5th Floor, 40 Gracechurch Street,
London,
England,
EC3V 0BT
25 April 2018

Dear Sirs,

Statement of Reasons connected with ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number Coo1004062, ceasing to hold office as auditors of Gracechurch UTG No. 363 Limited, registered no: 02973419 (the "Company") effective from 25 April 2018.

The reason we are ceasing to hold office is that:

- the Company was acquired by Nomina Services Limited from Catlin (North American) Holdings Ltd on 14 December 2017 and, as a result, the directors have decided to appoint the auditor of Nomina Services Limited as auditor of the Company.

There are no reasons or other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company's members or creditors.

Yours faithfully,

PricewaterhouseCoopers LLP



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