

Company No 05085862

**COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTIONS OF

**XL BCM Limited
("the Company")**

Circulation Date 16 December 2013

We, the undersigned, being the eligible Shareholder of the Company entitled to vote on the following resolutions on the circulation date of the written resolutions of the Company, hereby

- (i) confirm that we have received a copy of the following written resolutions proposed by the Directors of the Company in accordance with section 291 of the Companies Act 2006, resolution 1 being proposed as a Special Resolution, resolution 2 being proposed as an Extraordinary Resolution and resolutions 3, 4 & 5 being proposed as Ordinary Resolutions, and
- (ii) signify our agreement in accordance with section 296 of the Companies Act 2006 that the following resolutions be and are hereby passed as written resolutions of the Company pursuant to sections 288 to 300 of the Companies Act 2006, and that resolution 1 shall take effect as a Special Resolution of the Company, resolution 2 shall take effect as an Extraordinary Resolution and resolutions 3, 4 & 5 shall take effect as Ordinary Resolutions

SPECIAL RESOLUTION in accordance with section 283 of the Companies Act 2006

- 1 "That the Company be wound-up voluntarily"

EXTRAORDINARY RESOLUTION in accordance with the Companies Act (Commencement No 3 Consequential Amendments, Transitional Provisions and Savings) Order 2007 Schedule 3, para 23

- 2 'That the Joint Liquidators be and they are hereby authorised to distribute all or part of the assets in such proportions as they mutually agree and that they are hereby authorised to divide among the Shareholders in specie the whole or any part of the assets of the Company'

ORDINARY RESOLUTIONS in accordance with section 282 of the Companies Act 2006

- 3 "That Guy Robert Thomas Hollander and Michael James Wellard of Mazars LLP, Tower Bridge House, St Katharine's Way, London, E1W 1DD be and they are hereby appointed Joint Liquidators for the purpose of such winding-up"
- 4 "That the Joint Liquidators be authorised to act jointly and severally"
- 5 "That the Joint Liquidators' remuneration be agreed on a fixed fee of £3,500 plus disbursements and VAT and that the Joint Liquidators be authorised to draw this as and when funds permit"

Signed
Print name


.....
Charles Cooper
.....
Authorised representative of XL Re Ltd

Date 16 December 2013



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03/01/2014

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COMPANIES HOUSE

MVL0405W

EXPLANATORY NOTES FOR SHAREHOLDERS:

1 If you agree to the Resolutions, please indicate your agreement by signing and dating the document where indicated above and returning it to the Company using one of the following methods

- **BY HAND** delivering the signed copy to Natasha Webb at Mazars LLP, Tower Bridge House, St Katharine's Way, London E1W 1DD
- **BY POST** returning the signed copy by post to Natasha Webb at Mazars LLP, Tower Bridge House, St Katharine's Way, London E1W 1DD
- **BY FAX** faxing the signed copy to 020 7063 4001 marked "for the attention of Natasha Webb"
- **BY EMAIL** by attaching a scanned copy of the signed document to an e-mail and sending it to Natasha.webb@mazars.co.uk

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 If sufficient agreement has not been received for the Resolutions to pass, within 28 days from the date the Resolutions were circulated, then they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this period
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document