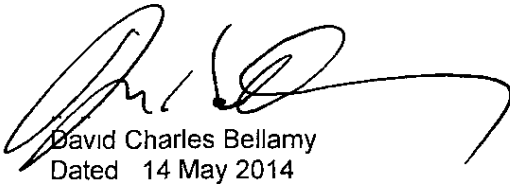


ST JAMES'S PLACE REASSURANCE (2009) LIMITED
(the "Company")
Company number 6718989

**STATEMENT BY THE DIRECTORS UNDER SECTION 644(5) OF THE
COMPANIES ACT 2006 ("2006 ACT") MADE FOR THE PURPOSES OF
SECTION 642(2) OF THE 2006 ACT ON 14 MAY 2014**

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that the solvency statement attached as Appendix A was made not more than fifteen days before 14 May 2014 (being the date on which the special resolutions attached as Appendix F were passed) and that the solvency statement attached at Appendix A was provided to the members of the Company in accordance with section 642(2) of the 2006 Act

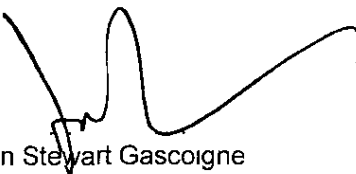
Signed by




David Charles Bellamy
Dated 14 May 2014



Andrew Martin Croft
Dated 14 May 2014



Ian Stewart Gascoigne
Dated 14 May 2014



Hugh John Gladman
Dated 14 May 2014



William Peter Toms
Dated 14 May 2014

