

In accordance with  
Section 1046 of the  
Companies Act 2006 &  
Regulation 4(1) of the  
Overseas Companies  
Regulations 2009

OS IN01

Registration of an overseas company opening  
a UK establishment

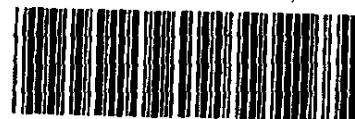


Companies House

A fee is payable with this form  
Please see 'How to pay' on the last page

☒ What this form is for  
You may use this form to register a  
UK establishment

☐ What this form is NOT  
You cannot use this form  
the details of an existing  
officer or establishment.



A04 26/08/2015 #89  
COMPANIES HOUSE  
A25 16/07/2015 #273  
COMPANIES HOUSE

## Part 1 Overseas company details (Name)

### A1 Corporate name of overseas company

Corporate name<sup>1</sup> RENAISSANCERE SPECIALTY HOLDINGS (UK) LIMITED

Do you propose to carry on business in the UK under the corporate name as  
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to Section A3
- To register using an alternative name, go to Section A2

→ Filling in this form  
Please complete in typescript (10pt  
or above), or in bold black capitals

All fields are mandatory unless  
specified or indicated by \*

① This must be the corporate name in  
the home state or country in which  
the company is incorporated

### A2 Alternative name of overseas company \*

Please show the alternative name that the company will use to do business  
in the UK

Alternative name  
(if applicable) \*

② A company may register an  
alternative name under which it  
proposes to carry on business in the  
United Kingdom under Section 1048  
of the Companies Act 2006. Once  
registered it is treated as being its  
corporate name for the purposes of  
law in the UK

### A3 Overseas company name restrictions<sup>2</sup>

This section does not apply to a European Economic Area (EEA) company  
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or  
restricted words or expressions that require you to seek comments of a  
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response

③ Overseas company name  
restrictions

A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## OS IN01

### Registration of an overseas company opening a UK establishment

## Part 2 Overseas company details

B1	Particulars previously delivered
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Have particulars about this company been previously delivered in respect of another UK establishment ●

- No Go to Section B2  
→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date

① The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law governing law, accounting requirements, objects, share capital, constitution, and accounts

UK establishment  
registration number

B	R							
---	---	--	--	--	--	--	--	--

B2	Credit or financial institution
----	---------------------------------

**Is the company a credit or financial institution? ☐**

- ☐ Yes  
☒ No

**● Please tick one box**

**B3** **Company details**

**If the company is registered in its country of incorporation, please enter the details below**

**Legal form ④**

**PRIVATE LIMITED COMPANY**

Country of  
incorporation \*

BERMUDA

**Identity of register  
in which it is  
registered ①**

**REGISTRAR OF COMPANIES**

**Registration number in that register**

5	0	3	2	5					
---	---	---	---	---	--	--	--	--	--

② Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

① This will be the registry where the company is registered in its parent country

84	EEA or non-EEA member state
----	-----------------------------

**Was the company formed outside the EEA?**

- Yes Complete Sections B5 and B6  
→ No Go to Section B6

85	<b>Governing law and accounting requirements</b>
----	--

**Please give the law under which the company is incorporated**

### Governing law

LAW OF BERMUDA

**Is the company required to prepare, audit and disclose accounting documents under parent law?**

- Yes Complete the details below  
→ No Go to Part 3.

② This means the relevant rules or legislation which regulates the incorporation of companies in that state

**OS IN01****Registration of an overseas company opening a UK establishment**

		Please give the period for which the company is required to prepare accounts by parent law							
From	d	0	d	1	m		0	m	1
To	d	3	d	1	m		1	m	2
		Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period							
Months		0		3					

**B6****Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ①

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☒ Please tick this box if no accounts have been disclosed

① Please tick the appropriate box(es)

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 3 Constitution**

<b>C1</b>	<b>Constitution of company</b>									
<p>The following documents must be delivered with this application</p> <ul style="list-style-type: none"> <li>- Certified copy of the company's constitution and, if applicable, a certified translation</li> </ul> <p>Please tick the appropriate box(es) below</p> <p><input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution ●</p> <p><input type="checkbox"/> I enclose a certified translation, if applicable ●</p>		<p>● A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator</p> <p>● A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator</p>								
<b>C2</b>	<b>EEA or non-EEA member state</b>									
<p>Was the company formed outside the EEA?</p> <p>→ Yes Go to Section C3</p> <p>→ No Go to Part 4 'Officers of the company'.</p>										
<b>C3</b>	<b>Constitutional documents</b>									
<p>Are all of the following details in the copy of the constitutional documents of the company?</p> <ul style="list-style-type: none"> <li>- Address of principal place of business or registered office in home country of incorporation</li> <li>- Objects of the Company</li> <li>- Amount of issued share capital</li> </ul> <p>→ Yes Go to Part 4 'Officers of the company'</p> <p>→ No If any of the above details are not included in the constitutional documents, please enter them in Section C4</p> <p>The information is not required if it is contained within the constitutional documents accompanying this registration</p>										
<b>C4</b>	<b>Information not included in the constitutional documents</b>									
<p>Please give the address of principal place of business or registered office in the country of incorporation ●</p>		<p>● This address will appear on the public record</p>								
Building name/number	RENAISSANCE HOUSE	● Please give a brief description of the company's business.								
Street	12 CROW LANE	● Please specify the amount of shares issued and the value								
Post town	PEMBROKE HM19									
County/Region										
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>									
Country	BERMUDA									
<p>Please give the objects of the company and the amount of issued share capital</p>										
Objects of the company ●	THE OBJECTS FOR WHICH THE COMPANY IS FORMED AND									
	INCORPORATED ARE UNRESTRICTED									
Amount of issued share capital ●	THREE US\$1 00 SHARES									

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 4 Officers of the company**

Have particulars about this company been previously delivered in respect of another UK establishment?

- Yes Please ensure you entered the registration number in Section B1 and then go to Part 5 of this form
- No Complete the officer details.

For a secretary who is an individual, go to Section D1, for a corporate secretary, go to Section E1, for a director who is an individual, go to Section F1, or for a corporate director, go to Section G1

**Continuation pages**  
Please use a continuation page if you need to enter more officer details

**Secretary****D1 Secretary details**

Use this section to list all the secretaries of the company  
Please complete Sections D1-D3 For a corporate secretary, complete Sections E1-E5 Please use a continuation page if necessary

Full forename(s)	LEO
Surname	BARRAN
Former name(s)②	

① **Corporate details**  
Please use Sections E1-E5 to enter corporate secretary details

② **Former name(s)**  
Please provide any previous names which have been used for business purposes during the period of this return Married women do not need to give former names unless previously used for business purposes

**D2 Secretary's service address**

Building name/number	18TH FLOOR, 125
Street	OLD BROAD STREET
Post town	LONDON
County/Region	
Postcode	E C 2 N 1 A R
Country	UNITED KINGDOM

③ **Service address**  
This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

**D3 Secretary's authority**

Please enter the extent of your authority as secretary Please tick one box

Extent of authority	<input type="checkbox"/> Limited ④ <input checked="" type="checkbox"/> Unlimited
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Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⑤

If applicable, name(s) of person(s) with whom you are acting jointly	
--	--

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

**OS IN01****Registration of an overseas company opening a UK establishment****Corporate secretary**

<b>E1</b>	<b>Corporate secretary details*</b>	
	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	
Name of corporate body or firm		<b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
<b>E3</b>	<b>EEA companies*</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	<b>EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  * This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered*		
Registration number		
<b>E4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	<b>Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered*		
If applicable, the registration number		

**OS IN01****Registration of an overseas company opening a UK establishment****E5****Corporate secretary's authority**

Please enter the extent of your authority as corporate secretary  
Please tick one box

Extent of authority

- ☐ Limited ①  
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone  
☐ Jointly ②

If applicable, name(s)  
of person(s) with  
whom you are  
acting jointly

① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

**OS IN01****Registration of an overseas company opening a UK establishment****Director**

<b>F1</b>	<b>Director details *</b>		<b>① Corporate details</b> Please use Sections G1-G5 to enter corporate director details  <b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.  <b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F3  <b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.
	Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		
Full forename(s)	HUGH RICHARD TIMOTHY		
Surname	BRENNAN		
Former name(s) ②			
Country/State of residence ③	UNITED KINGDOM		
Nationality	IRISH		
Date of birth	<div> <div>3</div> <div>0</div> <div>0</div> <div>3</div> <div>1</div> <div>9</div> <div>7</div> <div>7</div> </div>		
Business occupation (if any) ④	FINANCE DIRECTOR		
<b>F2</b>	<b>Director's service address *</b>		<b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  If you provide your residential address here it will appear on the public record.
Building name/number	18TH FLOOR, 125		
Street	OLD BROAD STREET		
Post town	LONDON		
County/Region			
Postcode	<div> <div>E</div> <div>C</div> <div>2</div> <div>N</div> <div>1</div> <div>A</div> <div>R</div> </div>		
Country	UNITED KINGDOM		



**OS IN01****Registration of an overseas company opening a UK establishment****F4****Director's authority**

	Please enter the extent of your authority as director Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box.  <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
If applicable, name(s) of person(s) with whom you are acting jointly	<div></div> <div></div> <div></div>	

In accordance with  
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## OS IN01 - continuation page

### Registration of an overseas company opening a UK establishment

#### Director

<b>F1</b>	<b>Director details</b>	
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5.		
Full forename(s)	IAN DAVID	
Surname	BRANAGAN	
Former name(s)		
Country/State of residence	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>6</div> <div>m</div> <div>0</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>8</div> </div>	
Business occupation (if any)	CHIEF RISK OFFICER	
<p><b> Corporate details</b> Please use Sections G1-G5 to enter corporate director details.</p> <p><b> Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p><b> Country/State of residence</b> This is in respect of your usual residential address as stated in Section F3.</p> <p><b> Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p>		

<b>F2</b>	<b>Director's service address</b>	
Building name/number	18TH FLOOR, 125	
Street	OLD BROAD STREET	
Post town	LONDON	
County/Region		
Postcode	<div> <div>E</div> <div>C</div> <div>2</div> <div>N</div> <div></div> <div>1</div> <div>A</div> <div>R</div> </div>	
Country	UNITED KINGDOM	
<p><b> Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>		

**OS IN01 - continuation page**

Registration of an overseas company opening a UK establishment

**F4****Director's authority**

	Please enter the extent of your authority as director Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below
Description of limited authority, if applicable		❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
	Are you authorised to act alone or jointly? Please tick one box  <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

In accordance with  
Section 1046 of the  
Companies Act 2006 &  
Regulation 4(1) of the  
Overseas Companies  
Regulations 2009

## OS IN01 - continuation page

### Registration of an overseas company opening a UK establishment

#### Director

<b>F1</b>	<b>Director details <sup>ⓐ</sup></b>		
	Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5		
Full forename(s)	KIM THERESA		<b>ⓐ Corporate details</b> Please use Sections G1-G5 to enter corporate director details  <b>ⓑ Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.  <b>ⓒ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F3  <b>ⓓ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.
Surname	FOX		
Former name(s) <sup>ⓑ</sup>			
Country/State of residence <sup>ⓒ</sup>	UNITED KINGDOM		
Nationality	BRITISH		
Date of birth <sup>ⓓ</sup>	<div> <div>d</div> <div>0</div> <div>1</div> <div>m</div> <div>0</div> <div>6</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>6</div> <div>5</div> </div>		
Business occupation (if any) <sup>ⓓ</sup>	CHIEF OPERATING OFFICER		
<b>F2</b>	<b>Director's service address <sup>ⓐ</sup></b>		
Building name/number	18TH FLOOR, 125		<b>ⓐ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  If you provide your residential address here it will appear on the public record.
Street	OLD BROAD STREET		
Post town	LONDON		
County/Region			
Postcode	E C 2 N 1 A R		
Country	UNITED KINGDOM		

**OS IN01 - continuation page**

Registration of an overseas company opening a UK establishment

**F4****Director's authority**

Extent of authority	Please enter the extent of your authority as director Please tick one box <input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below  ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly	_____ _____ _____	

**OS IN01****Registration of an overseas company opening a UK establishment****Corporate director**

<b>G1 Corporate director details</b>		<b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Use this section to list all the corporate directors of the company Please complete G1-G5. Please use a continuation page if necessary		
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
<b>G2 Location of the registry of the corporate body or firm</b>		
Is the corporate director registered within the European Economic Area (EEA)? + Yes Complete Section G3 only + No Complete Section G4 only		
<b>G3 EEA companies</b>		
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		<b>EEA</b> A full list of countries of the EEA can be found in our guidance. <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</b>
Where the company/firm is registered		
Registration number		
<b>G4 Non-EEA companies</b>		
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		<b>Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered		
If applicable, the registration number		

**OS IN01****Registration of an overseas company opening a UK establishment****G5****Corporate director's authority**

	Please enter the extent of your authority as corporate director Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ① <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable		● If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below  ● If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
	Are you authorised to act alone or jointly? Please tick one box  <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ②	
If applicable, name(s) of person(s) with whom you are acting jointly		

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 5 UK establishment details**

<b>H1</b>	<b>Documents previously delivered - constitution</b>	
<p>Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?</p> <p>→ No Go to Section H3</p> <p>→ Yes Please enter the UK establishment number below and then go to Section H2</p>		
UK establishment registration number	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">B</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">R</div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> </div>	
<b>H2</b>	<b>Documents previously delivered – accounting documents</b>	
<p>Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?</p> <p>→ No Go to Section H3</p> <p>→ Yes Please enter the UK establishment number below and then go to Section H3</p>		
UK establishment registration number	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">B</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">R</div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> </div>	
Sections H3 and H4 must be completed in all cases		
<b>H3</b>	<b>Delivery of accounts and reports</b>	● Please tick the appropriate box
<p>Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ●</p> <p><input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4</p> <p><input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to Section H4</p>		
UK establishment registration number	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">B</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 2px;">R</div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 2px;"></div> </div>	



**OS IN01****Registration of an overseas company opening a UK establishment****H4****Particulars of UK establishment ①**

	Please enter the name and address of the UK establishment		<b>① Address</b> This is the address that will appear on the public record
Name of establishment	RENAISSANCERE SPECIALTY HOLDINGS (UK) LIMITED		
Building name/number	18TH FLOOR, 125		
Street	OLD BROAD STREET		
Post town	LONDON		
County/Region			
Postcode	E C 2 N 1 A R		
Country			
	Please give the date the establishment was opened and the business of the establishment		
Date establishment opened	3 6 0 5 2 0 1 5		
Business carried on at the UK establishment	HOLDING COMPANY		

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 6****Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

**J1****Permanent representative's details**

Please use this section to list all the permanent representatives of the company  
Please complete Sections J1-J4

Continuation pages  
Please use a continuation page if you need to enter more details

Full forename(s) HUGH RICHARD TIMOTHY

Surname BRENNAN

**J2****Permanent representative's service address \***

Building name/number 18TH FLOOR, 125

Street OLD BROAD STREET

Post town LONDON

County/Region

Postcode E C 2 N 1 A R

Country

\* Service address  
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

**J3****Permanent representative's authority**

Please enter the extent of your authority as permanent representative  
Please tick one box

Extent of authority  
☐ Limited \*  
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☒ Alone  
☐ Jointly \*

If applicable, name(s) of person(s) with whom you are acting jointly

\* If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

\* If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 7 Person authorised to accept service**

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ Yes Please enter the name and service address of every person(s) authorised below

→ No Tick the box below then go to Part 8 'Signature'

☒ If there is no such person, please tick this box**K1****Details of person authorised to accept service of documents in the UK**Please use this section to list all the persons' authorised to accept service below  
Please complete Sections K1-K2.Continuation pages  
Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

**K2****Service address of person authorised to accept service \***

Building name/number

Street

Post town

County/Region

Postcode

Country

\* Service address  
This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

## OS IN01

Registration of an overseas company opening a UK establishment

### Part 8

### Signature

This must be completed by all companies

I am signing this form on behalf of the company


Signature


Signature


X  X


This form may be signed by  
Director, Secretary, ~~Permanent representative~~


**OS IN01****Registration of an overseas company opening a UK establishment**

 <b>Presenter information</b>	
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.	
Contact name	JULIE MARSHALL
Company name	RENAISSANCERE SYNDICATE
	MANAGEMENT LIMITED
Address	18TH FLOOR, 125
	OLD BROAD STREET
Post town	LONDON
County/Region	
Postcode	E C 2 N 1 A R
Country	
DX	
Telephone	0207 283 2646

 <b>Checklist</b>
We may return forms completed incorrectly or with information missing
Please make sure you have remembered the following:
<input type="checkbox"/> The overseas corporate name on the form matches the constitutional documents exactly
<input type="checkbox"/> You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
<input type="checkbox"/> You have included certified copies and certified translations of the constitutional documents, if appropriate
<input type="checkbox"/> You have included a copy of the latest disclosed accounts and certified translations, if appropriate
<input type="checkbox"/> You have completed all of the company details in Section B3 if the company has not registered an existing establishment
<input type="checkbox"/> You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
<input type="checkbox"/> Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
<input type="checkbox"/> You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
<input type="checkbox"/> You have signed the form
<input type="checkbox"/> You have enclosed the correct fee

 <b>Important information</b>
Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

 <b>How to pay</b>
A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.

 <b>Where to send</b>
You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**England and Wales**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**Scotland**


The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**Northern Ireland**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1

**Higher protection**

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE

 <b>Further information</b>
For further information, please see the guidance notes on the website at <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a> or email <a href="mailto:enquiries@companieshouse.gov.uk">enquiries@companieshouse.gov.uk</a>

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**RenaissanceRe Specialty Holdings (UK) Limited**

Renaissance House, 12 Crow Lane  
Pembroke HM 19, Bermuda

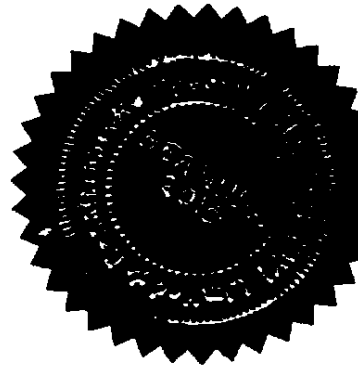
**SECRETARY'S CERTIFICATE**

I, Leo D Barran, Secretary of **RenaissanceRe Specialty Holdings (UK) Limited** (hereinafter called the "Company"), duly organized and existing under the laws of the Islands of Bermuda, **DO HEREBY CERTIFY** as follows:

- Attached hereto as **Exhibit A** is a true and correct copy of the Memorandum of Association of the Company filed with the Registrar of Companies in Bermuda on 2<sup>nd</sup> June, 2015, which is in full force and effect on the date hereof, and
- Attached hereto as **Exhibit B** is a true and correct copy of Company's Bye-Laws adopted on June 3, 2015

**IN WITNESS WHEREOF**, I have hereunto subscribed my name and affixed the Common Seal of **RenaissanceRe Specialty Holdings (UK) Limited** this 25<sup>th</sup> day of August, 2015

By   
Leo D Barran  
Secretary



FORM NO 2



**BERMUDA**  
**THE COMPANIES ACT 1981**  
**MEMORANDUM OF ASSOCIATION OF**  
**COMPANY LIMITED BY SHARES**  
(Section 7(1) and (2))

**MEMORANDUM OF ASSOCIATION**  
**OF**

**RenaissanceRe Specialty Holdings (UK) Limited**  
(hereinafter referred to as "the Company")

- 1 The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them
- 2 We, the undersigned, namely,

NAME	ADDRESS	BERMUDIAN STATUS (Yes/No)	NATIONALITY	NUMBER OF SHARES SUBSCRIBED
Michael B Ashford	Clarendon House 2 Church Street Hamilton HM 11 Bermuda	Yes	British	One
Graham B R Collis	"	Yes	British	One
David W J Astwood	"	Yes	British	One

do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

3 The Company is to be an exempted company as defined by the Companies Act 1981 (the "Act")

4 The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding \_\_\_\_ in all, including the following parcels - N/A

5 The authorised share capital of the Company is US\$10,000 00 divided into shares of US\$1.00 each

6 The objects for which the Company is formed and incorporated are unrestricted

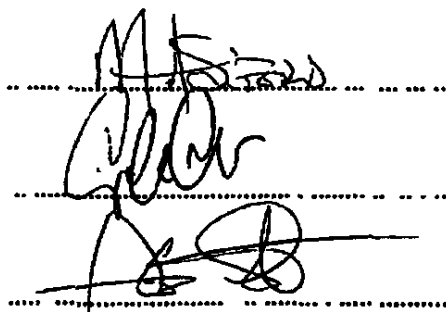
7 The following are provisions regarding the powers of the Company –

Subject to paragraph 6, the Company may do all such things as are incidental or conducive to the attainment of its objects and shall have the capacity, rights, powers and privileges of a natural person, and –

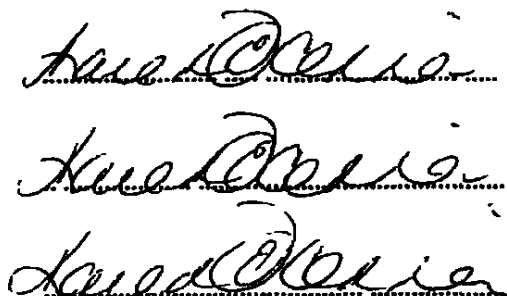
- (i) pursuant to Section 42 of the Act, the Company shall have the power to issue preference shares which are, at the option of the holder, liable to be redeemed,
- (ii) pursuant to Section 42A of the Act, the Company shall have the power to purchase its own shares for cancellation, and
- (iii) pursuant to Section 42B of the Act, the Company shall have the power to acquire its own shares to be held as treasury shares



Signed by each subscriber in the presence of at least one witness attesting the signature thereof



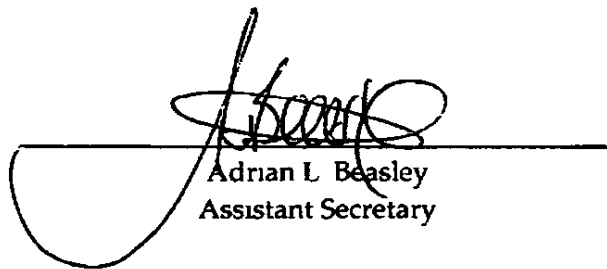
(Subscribers)



(Witnesses)

SUBSCRIBED this 2<sup>nd</sup> day of June, 2015

**BYE-LAWS**  
**of**  
**RenaissanceRe Specialty Holdings (UK) Limited**



Adrian L. Beasley  
Assistant Secretary

**ADOPTED 3<sup>rd</sup> June, 2015**  
Standard exempted company bye-laws

## **TABLE OF CONTENTS**

### **INTERPRETATION**

- 1 Definitions

### **SHARES**

- 2 Power to Issue Shares
- 3 Power of the Company to Purchase its Shares
- 4 Rights Attaching to Shares
- 5 Calls on Shares
- 6 Forfeiture of Shares
- 7 Share Certificates
- 8 Fractional Shares

### **REGISTRATION OF SHARES**

- 9 Register of Members
- 10 Registered Holder Absolute Owner
- 11 Transfer of Registered Shares
- 12 Transmission of Registered Shares

### **ALTERATION OF SHARE CAPITAL**

- 13 Power to Alter Capital
- 14 Variation of Rights Attaching to Shares

### **DIVIDENDS AND CAPITALISATION**

- 15 Dividends
- 16 Power to Set Aside Profits
- 17 Method of Payment
- 18 Capitalisation

### **MEETINGS OF MEMBERS**

- 19 Annual General Meetings
- 20 Special General Meetings
- 21 Requisitioned General Meetings
- 22 Notice
- 23 Giving Notice and Access
- 24 Postponement of General Meeting
- 25 Electronic Participation in Meetings

- 26 Quorum at General Meetings
- 27 Chairman to Preside at General Meetings
- 28 Voting on Resolutions
- 29 Power to Demand a Vote on a Poll
- 30 Voting by Joint Holders of Shares
- 31 Instrument of Proxy
- 32 Representation of Corporate Member
- 33 Adjournment of General Meeting
- 34 Written Resolutions
- 35 Directors Attendance at General Meetings

## **DIRECTORS AND OFFICERS**

- 36 Election of Directors
- 37 Number of Directors
- 38 Term of Office of Directors
- 39 Alternate Directors
- 40 Removal of Directors
- 41 Vacancy in the Office of Director
- 42 Remuneration of Directors
- 43 Defect in Appointment
- 44 Directors to Manage Business
- 45 Powers of the Board of Directors
- 46 Register of Directors and Officers
- 47 Appointment of Officers
- 48 Appointment of Secretary
- 49 Duties of Officers
- 50 Remuneration of Officers
- 51 Conflicts of Interest
- 52 Indemnification and Exculpation of Directors and Officers

## **MEETINGS OF THE BOARD OF DIRECTORS**

- 53 Board Meetings
- 54 Notice of Board Meetings
- 55 Electronic Participation in Meetings
- 56 Representation of Corporate Director
- 57 Quorum at Board Meetings
- 58 Board to Continue in the Event of Vacancy
- 59 Chairman to Preside
- 60 Written Resolutions
- 61 Validity of Prior Acts of the Board

## **CORPORATE RECORDS**

- 62 Minutes
- 63 Place Where Corporate Records Kept
- 64 Form and Use of Seal

## **ACCOUNTS**

65 Records of Account

66 Financial Year End

## **AUDITS**

67 Annual Audit

68 Appointment of Auditor

69 Remuneration of Auditor

70 Duties of Auditor

71 Access to Records

72 Financial Statements and the Auditor's Report

73 Vacancy in the Office of Auditor

## **VOLUNTARY WINDING-UP AND DISSOLUTION**

74 Winding-Up

## **CHANGES TO CONSTITUTION**

75 Changes to Bye-laws

76 Changes to the Memorandum of Association

77 Discontinuance

## RenaissanceRe Specialty Holding (UK) Limited

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### INTERPRETATION

#### 1. Definitions

1.1 In these Bye-laws, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively

Act	the Companies Act 1981,
Alternate Director	an alternate director appointed in accordance with these Bye-laws,
Auditor	includes an individual, company or partnership,
Board	the board of directors (including, for the avoidance of doubt, a sole director) appointed or elected pursuant to these Bye-laws and acting by resolution in accordance with the Act and these Bye-laws or the directors present at a meeting of directors at which there is a quorum,
Company	the company for which these Bye-laws are approved and confirmed,
Director	a director of the Company and shall include an Alternate Director,
Member	the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires,
notice	written notice as further provided in these Bye-laws unless otherwise specifically stated,
Officer	any person appointed by the Board to hold an office in the Company,
Register of Directors and Officers	the register of directors and officers referred to in these Bye-laws,
Register of Members	the register of Members referred to in these Bye-

## RenaissanceRe Specialty Holding (UK) Limited

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	laws,
Resident Representative	any person appointed to act as resident representative and includes any deputy or assistant resident representative,
Secretary	the person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary, and
Treasury Share	a share of the Company that was or is treated as having been acquired and held by the Company and has been held continuously by the Company since it was so acquired and has not been cancelled

### 12 In these Bye-laws, where not inconsistent with the context

- (a) words denoting the plural number include the singular number and *vice versa*,
- (b) words denoting the masculine gender include the feminine and neuter genders,
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not,
- (d) the words -
  - (i) "may" shall be construed as permissive, and
  - (ii) "shall" shall be construed as imperative,
- (e) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof,
- (f) the word "corporation" means a corporation whether or not a company within the meaning of the Act, and
- (g) unless otherwise provided herein, words or expressions defined in the Act shall bear the same meaning in these Bye-laws

### 13 In these Bye-laws expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form

## **RenaissanceRe Specialty Holding (UK) Limited**

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- 1 4     Headings used in these Bye-laws are for convenience only and are not to be used or relied upon in the construction hereof

### **SHARES**

#### **2.     Power to Issue Shares**

- 2 1     Subject to these Bye-laws and to any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares on such terms and conditions as it may determine and any shares or class of shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may by resolution of the Members prescribe
- 2 2     Subject to the Act, any preference shares may be issued or converted into shares that (at a determinable date or at the option of the Company or the holder) are liable to be redeemed on such terms and in such manner as may be determined by the Board (before the issue or conversion)

#### **3.     Power of the Company to Purchase its Shares**

- 3 1     The Company may purchase its own shares for cancellation or acquire them as Treasury Shares in accordance with the Act on such terms as the Board shall think fit
- 3 2     The Board may exercise all the powers of the Company to purchase or acquire all or any part of its own shares in accordance with the Act

#### **4.     Rights Attaching to Shares**

- 4 1     Subject to any resolution of the Members to the contrary (and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares), the share capital shall be divided into shares of a single class the holders of which shall, subject to these Bye-laws
- (a)     be entitled to one vote per share,
  - (b)     be entitled to such dividends as the Board may from time to time declare,
  - (c)     in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company, and
  - (d)     generally be entitled to enjoy all of the rights attaching to shares



## **RenaissanceRe Specialty Holding (UK) Limited**

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- 4 2 All the rights attaching to a Treasury Share shall be suspended and shall not be exercised by the Company while it holds such Treasury Share and, except where required by the Act, all Treasury Shares shall be excluded from the calculation of any percentage or fraction of the share capital, or shares, of the Company

### **5. Calls on Shares**

- 5 1 The Board may make such calls as it thinks fit upon the Members in respect of any monies (whether in respect of nominal value or premium) unpaid on the shares allotted to or held by such Members and, if a call is not paid on or before the day appointed for payment thereof, the Member may at the discretion of the Board be liable to pay the Company interest on the amount of such call at such rate as the Board may determine, from the date when such call was payable up to the actual date of payment. The Board may differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls

- 5 2 The joint holders of a share shall be jointly and severally liable to pay all calls and any interest, costs and expenses in respect thereof

- 5 3 The Company may accept from any Member the whole or a part of the amount remaining unpaid on any shares held by him, although no part of that amount has been called up

### **6. Forfeiture of Shares**

- 6 1 If any Member fails to pay, on the day appointed for payment thereof, any call in respect of any share allotted to or held by such Member, the Board may, at any time thereafter during such time as the call remains unpaid, direct the Secretary to forward such Member a notice in writing in the form, or as near thereto as circumstances admit, of the following

#### **Notice of Liability to Forfeiture for Non-Payment of Call [Name of Company] (the "Company")**

You have failed to pay the call of [amount of call] made on [date], in respect of the [number] share(s) [number in figures] standing in your name in the Register of Members of the Company, on [date], the day appointed for payment of such call. You are hereby notified that unless you pay such call together with interest thereon at the rate of [ ] per annum computed from the said [date] at the registered office of the Company the share(s) will be liable to be forfeited

Dated this [date]

## **RenaissanceRe Specialty Holding (UK) Limited**

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[Signature of Secretary] By Order of the Board

- 6 2 If the requirements of such notice are not complied with, any such share may at any time thereafter before the payment of such call and the interest due in respect thereof be forfeited by a resolution of the Board to that effect, and such share shall thereupon become the property of the Company and may be disposed of as the Board shall determine. Without limiting the generality of the foregoing, the disposal may take place by sale, repurchase, redemption or any other method of disposal permitted by and consistent with these Bye-laws and the Act
- 6 3 A Member whose share or shares have been so forfeited shall, notwithstanding such forfeiture, be liable to pay to the Company all calls owing on such share or shares at the time of the forfeiture, together with all interest due thereon and any costs and expenses incurred by the Company in connection therewith
- 6 4 The Board may accept the surrender of any shares which it is in a position to forfeit on such terms and conditions as may be agreed. Subject to those terms and conditions, a surrendered share shall be treated as if it had been forfeited
- 7. Share Certificates**
- 7 1 Every Member shall be entitled to a certificate under the common seal (or a facsimile thereof) of the Company or bearing the signature (or a facsimile thereof) of a Director or the Secretary or a person expressly authorised to sign specifying the number and, where appropriate, the class of shares held by such Member and whether the same are fully paid up and, if not, specifying the amount paid on such shares. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means
- 7 2 The Company shall be under no obligation to complete and deliver a share certificate unless specifically called upon to do so by the person to whom the shares have been allotted
- 7 3 If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit

## **RenaissanceRe Specialty Holding (UK) Limited**

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### **8. Fractional Shares**

The Company may issue its shares in fractional denominations and deal with such fractions to the same extent as its whole shares and shares in fractional denominations shall have in proportion to the respective fractions represented thereby all of the rights of whole shares including (but without limiting the generality of the foregoing) the right to vote, to receive dividends and distributions and to participate in a winding-up

## **REGISTRATION OF SHARES**

### **9. Register of Members**

9.1 The Board shall cause to be kept in one or more books a Register of Members and shall enter therein the particulars required by the Act

9.2 The Register of Members shall be open to inspection without charge at the registered office of the Company on every business day, subject to such reasonable restrictions as the Board may impose, so that not less than two hours in each business day be allowed for inspection. The Register of Members may, after notice has been given in accordance with the Act, be closed for any time or times not exceeding in the whole thirty days in each year

### **10. Registered Holder Absolute Owner**

The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not be bound to recognise any equitable claim or other claim to, or interest in, such share on the part of any other person

### **11. Transfer of Registered Shares**

11.1 An instrument of transfer shall be in writing in the form of the following, or as near thereto as circumstances admit, or in such other form as the Board may accept

Transfer of a Share or Shares  
[Name of Company] (the "Company")

FOR VALUE RECEIVED [amount], I, [name of transferor] hereby sell, assign and transfer unto [transferee] of [address], [number] shares of the Company

DATED this [date]

Signed by

In the presence of

## **RenaissanceRe Specialty Holding (UK) Limited**

---

\_\_\_\_\_  
Transferor

\_\_\_\_\_  
Witness

Signed by

In the presence of

\_\_\_\_\_  
Transferee

\_\_\_\_\_  
Witness

- 11.2 Such instrument of transfer shall be signed by (or in the case of a party that is a corporation, on behalf of) the transferor and transferee, provided that, in the case of a fully paid share, the Board may accept the instrument signed by or on behalf of the transferor alone. The transferor shall be deemed to remain the holder of such share until the same has been registered as having been transferred to the transferee in the Register of Members.
- 11.3 The Board may refuse to recognise any instrument of transfer unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as the Board may reasonably require showing the right of the transferor to make the transfer.
- 11.4 The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.
- 11.5 The Board may in its absolute discretion and without assigning any reason therefor refuse to register the transfer of a share. The Board shall refuse to register a transfer unless all applicable consents, authorisations and permissions of any governmental body or agency in Bermuda have been obtained. If the Board refuses to register a transfer of any share the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.
- 11.6 Notwithstanding anything to the contrary in these Bye-laws, shares that are listed or admitted to trading on an appointed stock exchange may be transferred in accordance with the rules and regulations of such exchange.
- 12 Transmission of Registered Shares**
- 12.1 In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased

## RenaissanceRe Specialty Holding (UK) Limited

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Member where the deceased Member was a sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the Act, for the purpose of this Bye-law, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a deceased Member.

- 12.2 Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share, and in such case the person becoming entitled shall execute in favour of such nominee an instrument of transfer in writing in the form, or as near thereto as circumstances admit, of the following

Transfer by a Person Becoming Entitled on Death/Bankruptcy of a  
Member  
[Name of Company] (the "Company")

I/We, having become entitled in consequence of the [death/bankruptcy] of [name and address of deceased/bankrupt Member] to [number] share(s) standing in the Register of Members of the Company in the name of the said [name of deceased/bankrupt Member] instead of being registered myself/ourselves, elect to have [name of transferee] (the "Transferee") registered as a transferee of such share(s) and I/we do hereby accordingly transfer the said share(s) to the Transferee to hold the same unto the Transferee, his or her executors, administrators and assigns, subject to the conditions on which the same were held at the time of the execution hereof, and the Transferee does hereby agree to take the said share(s) subject to the same conditions.

DATED this [date]

Signed by

In the presence of

\_\_\_\_\_  
Transferor

\_\_\_\_\_  
Witness

Signed by

In the presence of

\_\_\_\_\_  
Transferee

\_\_\_\_\_  
Witness

## RenaissanceRe Specialty Holding (UK) Limited

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- 12.3 On the presentation of the foregoing materials to the Board, accompanied by such evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same right to decline or suspend registration as it would have had in the case of a transfer of the share by that Member before such Member's death or bankruptcy, as the case may be.
- 12.4 Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to such share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

### ALTERATION OF SHARE CAPITAL

#### 13. Power to Alter Capital

- 13.1 The Company may if authorised by resolution of the Members increase, divide, consolidate, subdivide, change the currency denomination of, diminish or otherwise alter or reduce its share capital in any manner permitted by the Act.
- 13.2 Where, on any alteration or reduction of share capital, fractions of shares or some other difficulty would arise, the Board may deal with or resolve the same in such manner as it thinks fit.

#### 14. Variation of Rights Attaching to Shares

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a resolution passed by a majority of the votes cast at a separate general meeting of the holders of the shares of the class at which meeting the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class. The rights conferred upon the holders of the shares of any class or series issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class or series, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

### DIVIDENDS AND CAPITALISATION

#### 15. Dividends

- 15.1 The Board may, subject to these Bye-laws and in accordance with the Act, declare a dividend to be paid to the Members, in proportion to the number of shares held by

## **RenaissanceRe Specialty Holding (UK) Limited**

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them, and such dividend may be paid in cash or wholly or partly in specie in which case the Board may fix the value for distribution in specie of any assets. No unpaid dividend shall bear interest as against the Company.

- 15.2 The Board may fix any date as the record date for determining the Members entitled to receive any dividend.
- 15.3 The Company may pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.
- 15.4 The Board may declare and make such other distributions (in cash or in specie) to the Members as may be lawfully made out of the assets of the Company. No unpaid distribution shall bear interest as against the Company.

### **16. Power to Set Aside Profits**

The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such amount as it thinks proper as a reserve to be used to meet contingencies or for equalising dividends or for any other purpose.

### **17. Method of Payment**

- 17.1 Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct.
- 17.2 In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the joint holders may in writing direct. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.
- 17.3 The Board may deduct from the dividends or distributions payable to any Member all monies due from such Member to the Company on account of calls or otherwise.

### **18. Capitalisation**

- 18.1 The Board may capitalise any amount for the time being standing to the credit of any of the Company's share premium or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such amount in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

## **RenaissanceRe Specialty Holding (UK) Limited**

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- 18.2 The Board may capitalise any amount for the time being standing to the credit of a reserve account or amounts otherwise available for dividend or distribution by applying such amounts in paying up in full, partly or nil paid shares of those Members who would have been entitled to such amounts if they were distributed by way of dividend or distribution

### **MEETINGS OF MEMBERS**

#### **19. Annual General Meetings**

Subject to an election made by the Company in accordance with the Act to dispense with the holding of annual general meetings, an annual general meeting shall be held in each year (other than the year of incorporation) at such time and place as the president or the chairman of the Company (if any) or any two Directors or any Director and the Secretary or the Board shall appoint

#### **20. Special General Meetings**

The president or the chairman of the Company (if any) or any two Directors or any Director and the Secretary or the Board may convene a special general meeting whenever in their judgment such a meeting is necessary

#### **21. Requisitioned General Meetings**

The Board shall, on the requisition of Members holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up share capital of the Company as at the date of the deposit carries the right to vote at general meetings, forthwith proceed to convene a special general meeting and the provisions of the Act shall apply

#### **22. Notice**

- 22.1 At least five days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held, that the election of Directors will take place thereat, and as far as practicable, the other business to be conducted at the meeting
- 22.2 At least five days' notice of a special general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, time, place and the general nature of the business to be considered at the meeting
- 22.3 The Board may fix any date as the record date for determining the Members entitled to receive notice of and to vote at any general meeting
- 22.4 A general meeting shall, notwithstanding that it is called on shorter notice than that specified in these Bye-laws, be deemed to have been properly called if it is so agreed by



## RenaissanceRe Specialty Holding (UK) Limited

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(i) all the Members entitled to attend and vote thereat in the case of an annual general meeting, and (ii) by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving a right to attend and vote thereat in the case of a special general meeting

22.5 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

### 23. Giving Notice and Access

23.1 A notice may be given by the Company to a Member

- (a) by delivering it to such Member in person, in which case the notice shall be deemed to have been served upon such delivery, or
- (b) by sending it by post to such Member's address in the Register of Members, in which case the notice shall be deemed to have been served seven days after the date on which it is deposited, with postage prepaid, in the mail, or
- (c) by sending it by courier to such Member's address in the Register of Members, in which case the notice shall be deemed to have been served two days after the date on which it is deposited, with courier fees paid, with the courier service, or
- (d) by transmitting it by electronic means (including facsimile and electronic mail, but not telephone) in accordance with such directions as may be given by such Member to the Company for such purpose, in which case the notice shall be deemed to have been served at the time that it would in the ordinary course be transmitted, or
- (e) by delivering it in accordance with the provisions of the Act pertaining to delivery of electronic records by publication on a website, in which case the notice shall be deemed to have been served at the time when the requirements of the Act in that regard have been met

23.2 Any notice required to be given to a Member shall, with respect to any shares held jointly by two or more persons, be given to whichever of such persons is named first in the Register of Members and notice so given shall be sufficient notice to all the holders of such shares

23.3 In proving service under paragraphs 23.1(b), (c) and (d), it shall be sufficient to prove that the notice was properly addressed and prepaid, if posted or sent by courier, and the time when it was posted, deposited with the courier, or transmitted by electronic means

## **RenaissanceRe Specialty Holding (UK) Limited**

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### **24 Postponement of General Meeting**

The Secretary may postpone any general meeting called in accordance with these Bye-laws (other than a meeting requisitioned under these Bye-laws) provided that notice of postponement is given to the Members before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with these Bye-laws.

### **25. Electronic Participation in Meetings**

Members may participate in any general meeting by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

### **26. Quorum at General Meetings**

26.1 At any general meeting two or more persons present in person and representing in person or by proxy in excess of 50% of the total issued voting shares in the Company throughout the meeting shall form a quorum for the transaction of business, provided that if the Company shall at any time have only one Member, one Member present in person or by proxy shall form a quorum for the transaction of business at any general meeting held during such time.

26.2 If within half an hour from the time appointed for the meeting a quorum is not present, then, in the case of a meeting convened on a requisition, the meeting shall be deemed cancelled and, in any other case, the meeting shall stand adjourned to the same day one week later, at the same time and place or to such other day, time or place as the Secretary may determine. Unless the meeting is adjourned to a specific date, time and place announced at the meeting being adjourned, fresh notice of the resumption of the meeting shall be given to each Member entitled to attend and vote thereat in accordance with these Bye-laws.

### **27. Chairman to Preside at General Meetings**

Unless otherwise agreed by a majority of those attending and entitled to vote thereat, the chairman or the president of the Company, if there be one, shall act as chairman of the meeting at all general meetings at which such person is present. In their absence a chairman of the meeting shall be appointed or elected by those present at the meeting and entitled to vote.

### **28. Voting on Resolutions**

28.1 Subject to the Act and these Bye-laws, any question proposed for the consideration of the Members at any general meeting shall be decided by the affirmative votes of a

## **RenaissanceRe Specialty Holding (UK) Limited**

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majority of the votes cast in accordance with these Bye-laws and in the case of an equality of votes the resolution shall fail

- 28 2 No Member shall be entitled to vote at a general meeting unless such Member has paid all the calls on all shares held by such Member
- 28 3 At any general meeting a resolution put to the vote of the meeting shall, in the first instance, be voted upon by a show of hands and, subject to any rights or restrictions for the time being lawfully attached to any class of shares and subject to these Bye-laws, every Member present in person and every person holding a valid proxy at such meeting shall be entitled to one vote and shall cast such vote by raising his hand
- 28 4 In the event that a Member participates in a general meeting by telephone, electronic or other communication facilities or means, the chairman of the meeting shall direct the manner in which such Member may cast his vote on a show of hands
- 28 5 At any general meeting if an amendment is proposed to any resolution under consideration and the chairman of the meeting rules on whether or not the proposed amendment is out of order, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling
- 28 6 At any general meeting a declaration by the chairman of the meeting that a question proposed for consideration has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in a book containing the minutes of the proceedings of the Company shall, subject to these Bye-laws, be conclusive evidence of that fact
- 29. Power to Demand a Vote on a Poll**
- 29 1 Notwithstanding the foregoing, a poll may be demanded by any of the following persons .
- (a) the chairman of such meeting, or
  - (b) at least three Members present in person or represented by proxy, or
  - (c) any Member or Members present in person or represented by proxy and holding between them not less than one-tenth of the total voting rights of all the Members having the right to vote at such meeting, or
  - (d) any Member or Members present in person or represented by proxy holding shares in the Company conferring the right to vote at such meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total amount paid up on all such shares conferring such right

## **RenaissanceRe Specialty Holding (UK) Limited**

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- 29 2 Where a poll is demanded, subject to any rights or restrictions for the time being lawfully attached to any class of shares, every person present at such meeting shall have one vote for each share of which such person is the holder or for which such person holds a proxy and such vote shall be counted by ballot as described herein, or in the case of a general meeting at which one or more Members are present by telephone, electronic or other communication facilities or means, in such manner as the chairman of the meeting may direct and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded and shall replace any previous resolution upon the same matter which has been the subject of a show of hands. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- 29 3 A poll demanded for the purpose of electing a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and in such manner during such meeting as the chairman (or acting chairman) of the meeting may direct. Any business other than that upon which a poll has been demanded may be conducted pending the taking of the poll.
- 29 4 Where a vote is taken by poll, each person physically present and entitled to vote shall be furnished with a ballot paper on which such person shall record his vote in such manner as shall be determined at the meeting having regard to the nature of the question on which the vote is taken, and each ballot paper shall be signed or initialled or otherwise marked so as to identify the voter and the registered holder in the case of a proxy. Each person present by telephone, electronic or other communication facilities or means shall cast his vote in such manner as the chairman of the meeting shall direct. At the conclusion of the poll, the ballot papers and votes cast in accordance with such directions shall be examined and counted by a committee of not less than two Members or proxy holders appointed by the chairman of the meeting for the purpose and the result of the poll shall be declared by the chairman of the meeting.

### **30. Voting by Joint Holders of Shares**

In the case of joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

### **31. Instrument of Proxy**

- 31 1 An instrument appointing a proxy shall be in writing in substantially the following form or such other form as the chairman of the meeting shall accept.

## RenaissanceRe Specialty Holding (UK) Limited

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### Proxy

[Name of Company] (the "Company")

I/We, [insert names here], being a Member of the Company with [number] shares, HEREBY APPOINT [name] of [address] or failing him, [name] of [address] to be my/our proxy to vote for me/us at the meeting of the Members to be held on [date] and at any adjournment thereof [Any restrictions on voting to be inserted here ]

Signed this [date]

\_\_\_\_\_  
Member(s)

31 2 The instrument appointing a proxy must be received by the Company at the registered office or at such other place or in such manner as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at which the person named in the instrument appointing a proxy proposes to vote, and an instrument appointing a proxy which is not received in the manner so prescribed shall be invalid

31 3 A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf in respect of different shares

31 4 The decision of the chairman of any general meeting as to the validity of any appointment of a proxy shall be final

### 32. Representation of Corporate Member

32 1 A corporation which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation which such person represents as that corporation could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives

32 2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation which is a Member

### 33. Adjournment of General Meeting

The chairman of a general meeting may, with the consent of the Members at any general meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the

## **RenaissanceRe Specialty Holding (UK) Limited**

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meeting Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, fresh notice of the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with these Bye-laws

### **34. Written Resolutions**

- 34 1 Subject to these Bye-laws, anything which may be done by resolution of the Company in general meeting or by resolution of a meeting of any class of the Members may be done without a meeting by written resolution in accordance with this Bye-law
- 34 2 Notice of a written resolution shall be given, and a copy of the resolution shall be circulated to all Members who would be entitled to attend a meeting and vote thereon The accidental omission to give notice to, or the non-receipt of a notice by, any Member does not invalidate the passing of a resolution
- 34 3 A written resolution is passed when it is signed by (or in the case of a Member that is a corporation, on behalf of) the Members who at the date that the notice is given represent such majority of votes as would be required if the resolution was voted on at a meeting of Members at which all Members entitled to attend and vote thereat were present and voting
- 34 4 A resolution in writing may be signed in any number of counterparts
- 34 5 A resolution in writing made in accordance with this Bye-law is as valid as if it had been passed by the Company in general meeting or by a meeting of the relevant class of Members, as the case may be, and any reference in any Bye-law to a meeting at which a resolution is passed or to Members voting in favour of a resolution shall be construed accordingly
- 34 6 A resolution in writing made in accordance with this Bye-law shall constitute minutes for the purposes of the Act
- 34 7 This Bye-law shall not apply to
- (a) a resolution passed to remove an Auditor from office before the expiration of his term of office, or
  - (b) a resolution passed for the purpose of removing a Director before the expiration of his term of office
- 34 8 For the purposes of this Bye-law, the effective date of the resolution is the date when the resolution is signed by (or in the case of a Member that is a corporation, on behalf of) the last Member whose signature results in the necessary voting majority being

## **RenaissanceRe Specialty Holding (UK) Limited**

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achieved and any reference in any Bye-law to the date of passing of a resolution is, in relation to a resolution made in accordance with this Bye-law, a reference to such date

### **35. Directors Attendance at General Meetings**

The Directors shall be entitled to receive notice of, attend and be heard at any general meeting

## **DIRECTORS AND OFFICERS**

### **36 Election of Directors**

36 1 The Board shall be elected or appointed in the first place at the statutory meeting of the Company and thereafter, except in the case of a casual vacancy, at the annual general meeting or at any special general meeting called for that purpose

36 2 At any general meeting the Members may authorise the Board to fill any vacancy in their number left unfilled at a general meeting

### **37. Number of Directors**

The Board shall consist of not less than one Director or such number in excess thereof as the Members may determine

### **38. Term of Office of Directors**

Directors shall hold office for such term as the Members may determine or, in the absence of such determination, until the next annual general meeting or until their successors are elected or appointed or their office is otherwise vacated

### **39. Alternate Directors**

39 1 At any general meeting, the Members may elect a person or persons to act as a Director in the alternative to any one or more Directors or may authorise the Board to appoint such Alternate Directors

39 2 Unless the Members otherwise resolve, any Director may appoint a person or persons to act as a Director in the alternative to himself by notice deposited with the Secretary

39 3 Any person elected or appointed pursuant to this Bye-law shall have all the rights and powers of the Director or Directors for whom such person is elected or appointed in the alternative, provided that such person shall not be counted more than once in determining whether or not a quorum is present

39 4 An Alternate Director shall be entitled to receive notice of all Board meetings and to attend and vote at any such meeting at which a Director for whom such Alternate Director was appointed in the alternative is not personally present and generally to

## **RenaissanceRe Specialty Holding (UK) Limited**

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perform at such meeting all the functions of such Director for whom such Alternate Director was appointed

39 5 An Alternate Director's office shall terminate –

(a) in the case of an alternate elected by the Members

- (i) on the occurrence in relation to the Alternate Director of any event which, if it occurred in relation to the Director for whom he was elected to act, would result in the termination of that Director, or
- (ii) if the Director for whom he was elected in the alternative ceases for any reason to be a Director, provided that the alternate removed in these circumstances may be re-appointed by the Board as an alternate to the person appointed to fill the vacancy, and

(b) in the case of an alternate appointed by a Director

- (i) on the occurrence in relation to the Alternate Director of any event which, if it occurred in relation to his appointor, would result in the termination of the appointor's directorship, or
- (ii) when the Alternate Director's appointor revokes the appointment by notice to the Company in writing specifying when the appointment is to terminate, or
- (iii) if the Alternate Director's appointor ceases for any reason to be a Director

### **40. Removal of Directors**

40 1 Subject to any provision to the contrary in these Bye-laws, the Members entitled to vote for the election of Directors may, at any special general meeting convened and held in accordance with these Bye-laws, remove a Director provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director not less than 14 days before the meeting and at such meeting the Director shall be entitled to be heard on the motion for such Director's removal

40 2 If a Director is removed from the Board under this Bye-law the Members may fill the vacancy at the meeting at which such Director is removed. In the absence of such election or appointment, the Board may fill the vacancy



## **RenaissanceRe Specialty Holding (UK) Limited**

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### **41. Vacancy in the Office of Director**

41.1 The office of Director shall be vacated if the Director

- (a) is removed from office pursuant to these Bye-laws or is prohibited from being a Director by law,
- (b) is or becomes bankrupt, or makes any arrangement or composition with his creditors generally,
- (c) is or becomes of unsound mind or dies, or
- (d) resigns his office by notice to the Company.

41.2 The Board shall have the power to appoint any person as a Director to fill a vacancy on the Board occurring as a result of the death, disability, disqualification or resignation of any Director and to appoint an Alternate Director to any Director so appointed

### **42. Remuneration of Directors**

The remuneration (if any) of the Directors shall be determined by the Company in general meeting and shall be deemed to accrue from day to day. The Directors may also be paid all travel, hotel and other expenses properly incurred by them (or in the case of a director that is a corporation, by its representative or representatives) in attending and returning from Board meetings, meetings of any committee appointed by the Board or general meetings, or in connection with the business of the Company or their duties as Directors generally.

### **43. Defect in Appointment**

All acts done in good faith by the Board, any Director, a member of a committee appointed by the Board, any person to whom the Board may have delegated any of its powers, or any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that he was, or any of them were, disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or act in the relevant capacity.

### **44. Directors to Manage Business**

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Act or by these Bye-laws, required to be exercised by the Company in general meeting.

### **45. Powers of the Board of Directors**

The Board may

## RenaissanceRe Specialty Holding (UK) Limited

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- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their remuneration and determine their duties,
- (b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party,
- (c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company,
- (d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business,
- (e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney,
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the Company,
- (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board which may consist partly or entirely of non-Directors, provided that every such committee shall conform to such directions as the Board shall impose on them and provided further that the meetings and proceedings of any such committee shall be governed by the provisions of these Bye-laws regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by directions imposed by the Board,
- (h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board may see fit,

## **RenaissanceRe Specialty Holding (UK) Limited**

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- (i) present any petition and make any application in connection with the liquidation or reorganisation of the Company,
- (j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law, and
- (k) authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any deed, agreement, document or instrument on behalf of the Company

### **46. Register of Directors and Officers**

The Board shall cause to be kept in one or more books at the registered office of the Company a Register of Directors and Officers and shall enter therein the particulars required by the Act

### **47. Appointment of Officers**

The Board may appoint such Officers (who may or may not be Directors) as the Board may determine for such terms as the Board deems fit

### **48. Appointment of Secretary**

The Secretary shall be appointed by the Board from time to time for such term as the Board deems fit

### **49. Duties of Officers**

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time

### **50. Remuneration of Officers**

The Officers shall receive such remuneration as the Board may determine

### **51. Conflicts of Interest**

- 51.1 Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company on such terms, including with respect to remuneration, as may be agreed between the parties. Nothing herein contained shall authorise a Director or a Director's firm, partner or company to act as Auditor to the Company
- 51.2 A Director who is directly or indirectly interested in a contract or proposed contract with the Company (an "Interested Director") shall declare the nature of such interest as required by the Act

## **RenaissanceRe Specialty Holding (UK) Limited**

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51 3 An Interested Director who has complied with the requirements of the foregoing By-law may

- (a) vote in respect of such contract or proposed contract, and/or
- (b) be counted in the quorum for the meeting at which the contract or proposed contract is to be voted on,

and no such contract or proposed contract shall be void or voidable by reason only that the Interested Director voted on it or was counted in the quorum of the relevant meeting and the Interested Director shall not be liable to account to the Company for any profit realised thereby

### **52. Indemnification and Exculpation of Directors and Officers**

52 1 The Directors, Resident Representative, Secretary and other Officers (such term to include any person appointed to any committee by the Board) acting in relation to any of the affairs of the Company or any subsidiary thereof and the liquidator or trustees (if any) acting in relation to any of the affairs of the Company or any subsidiary thereof and every one of them (whether for the time being or formerly), and their heirs, executors and administrators (each of which an "indemnified party"), shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any monies or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any monies of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty in relation to the Company which may attach to any of the indemnified parties. Each Member agrees to waive any claim or right of action such Member might have, whether individually or by or in the right of the Company, against any Director or Officer on account of any action taken by such Director or Officer, or the failure of such Director or Officer to take any action in the performance of his duties with or for the Company or any subsidiary thereof, PROVIDED THAT such waiver shall not extend to any matter in respect of any fraud or dishonesty in relation to the Company which may attach to such Director or Officer

## **RenaissanceRe Specialty Holding (UK) Limited**

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- 52.2 The Company may purchase and maintain insurance for the benefit of any Director or Officer against any liability incurred by him under the Act in his capacity as a Director or Officer or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any subsidiary thereof
- 52.3 The Company may advance monies to a Director or Officer for the costs, charges and expenses incurred by the Director or Officer in defending any civil or criminal proceedings against him, on condition that the Director or Officer shall repay the advance if any allegation of fraud or dishonesty in relation to the Company is proved against him

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **53. Board Meetings**

The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. A resolution put to the vote at a Board meeting shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

#### **54. Notice of Board Meetings**

A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Board meeting. Notice of a Board meeting shall be deemed to be duly given to a Director if it is given to such Director verbally (including in person or by telephone) or otherwise communicated or sent to such Director by post, electronic means or other mode of representing words in a visible form at such Director's last known address or in accordance with any other instructions given by such Director to the Company for this purpose.

#### **55. Electronic Participation in Meetings**

Directors may participate in any meeting by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

#### **56. Representation of Corporate Director**

- 56.1 A Director which is a corporation may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation which such person represents as that corporation could exercise if it were an

## **RenaissanceRe Specialty Holding (UK) Limited**

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individual Director, and that Director shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives

- 56.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at Board meetings on behalf of a corporation which is a Director

### **57. Quorum at Board Meetings**

The quorum necessary for the transaction of business at a Board meeting shall be two Directors, provided that if there is only one Director for the time being in office the quorum shall be one

### **58 Board to Continue in the Event of Vacancy**

The Board may act notwithstanding any vacancy in its number but, if and so long as its number is reduced below the number fixed by these Bye-laws as the quorum necessary for the transaction of business at Board meetings, the continuing Directors or Director may act for the purpose of (i) summoning a general meeting, or (ii) preserving the assets of the Company

### **59. Chairman to Preside**

Unless otherwise agreed by a majority of the Directors attending, the chairman or the president of the Company, if there be one, shall act as chairman of the meeting at all Board meetings at which such person is present. In their absence a chairman of the meeting shall be appointed or elected by the Directors present at the meeting

### **60. Written Resolutions**

A resolution signed by (or in the case of a Director that is a corporation, on behalf of) all the Directors, which may be in counterparts, shall be as valid as if it had been passed at a Board meeting duly called and constituted, such resolution to be effective on the date on which the resolution is signed by (or in the case of a Director that is a corporation, on behalf of) the last Director. For the purposes of this Bye-law only, "the Directors" shall not include an Alternate Director

### **61. Validity of Prior Acts of the Board**

No regulation or alteration to these Bye-laws made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made

## **RenaissanceRe Specialty Holding (UK) Limited**

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### **CORPORATE RECORDS**

#### **62. Minutes**

The Board shall cause minutes to be duly entered in books provided for the purpose

- (a) of all elections and appointments of Officers,
- (b) of the names of the Directors present at each Board meeting and of any committee appointed by the Board, and
- (c) of all resolutions and proceedings of general meetings of the Members, Board meetings, meetings of managers and meetings of committees appointed by the Board

#### **63. Place Where Corporate Records Kept**

Minutes prepared in accordance with the Act and these Bye-laws shall be kept by the Secretary at the registered office of the Company

#### **64. Form and Use of Seal**

64 1 The Company may adopt a seal in such form as the Board may determine. The Board may adopt one or more duplicate seals for use in or outside Bermuda

64 2 A seal may, but need not, be affixed to any deed, instrument or document, and if the seal is to be affixed thereto, it shall be attested by the signature of (i) any Director, or (ii) any Officer, or (iii) the Secretary, or (iv) any person authorised by the Board for that purpose

64 3 A Resident Representative may, but need not, affix the seal of the Company to certify the authenticity of any copies of documents

### **ACCOUNTS**

#### **65. Records of Account**

65 1 The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to

- (a) all amounts of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates,
- (b) all sales and purchases of goods by the Company, and
- (c) all assets and liabilities of the Company

## **RenaissanceRe Specialty Holding (UK) Limited**

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65 2 Such records of account shall be kept at the registered office of the Company or, subject to the Act, at such other place as the Board thinks fit and shall be available for inspection by the Directors during normal business hours

65 3 Such records of account shall be retained for a minimum period of five years from the date on which they are prepared

### **66. Financial Year End**

The financial year end of the Company may be determined by resolution of the Board and failing such resolution shall be 31st December in each year

## **AUDITS**

### **67. Annual Audit**

Subject to any rights to waive laying of accounts or appointment of an Auditor pursuant to the Act, the accounts of the Company shall be audited at least once in every year

### **68. Appointment of Auditor**

68 1 Subject to the Act, the Members shall appoint an auditor to the Company to hold office for such term as the Members deem fit or until a successor is appointed

68 2 The Auditor may be a Member but no Director, Officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor of the Company

### **69. Remuneration of Auditor**

69 1 The remuneration of an Auditor appointed by the Members shall be fixed by the Company in general meeting or in such manner as the Members may determine

69 2 The remuneration of an Auditor appointed by the Board to fill a casual vacancy in accordance with these Bye-laws shall be fixed by the Board

### **70. Duties of Auditor**

70 1 The financial statements provided for by these Bye-laws shall be audited by the Auditor in accordance with generally accepted auditing standards. The Auditor shall make a written report thereon in accordance with generally accepted auditing standards

70 2 The generally accepted auditing standards referred to in this Bye-law may be those of a country or jurisdiction other than Bermuda or such other generally accepted auditing standards as may be provided for in the Act. If so, the financial statements and the report of the Auditor shall identify the generally accepted auditing standards used



## **RenaissanceRe Specialty Holding (UK) Limited**

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### **71. Access to Records**

The Auditor shall at all reasonable times have access to all books kept by the Company and to all accounts and vouchers relating thereto, and the Auditor may call on the Directors or Officers for any information in their possession relating to the books or affairs of the Company

### **72. Financial Statements and the Auditor's Report**

72.1 Subject to the following bye-law, the financial statements and/or the auditor's report as required by the Act shall

- (a) be laid before the Members at the annual general meeting, or
- (b) be received, accepted, adopted, approved or otherwise acknowledged by the Members by written resolution passed in accordance with these Bye-laws, or
- (c) in circumstances where the Company has elected to dispense with the holding of an annual general meeting, be made available to the Members in accordance with the Act in such manner as the Board shall determine

72.2 If all Members and Directors shall agree, either in writing or at a meeting, that in respect of a particular interval no financial statements and/or auditor's report thereon need be made available to the Members, and/or that no auditor shall be appointed then there shall be no obligation on the Company to do so

### **73. Vacancy in the Office of Auditor**

The Board may fill any casual vacancy in the office of the auditor

## **VOLUNTARY WINDING-UP AND DISSOLUTION**

### **74. Winding-Up**

If the Company shall be wound up the liquidator may, with the sanction of a resolution of the Members, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability

## **RenaissanceRe Specialty Holding (UK) Limited**

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### **CHANGES TO CONSTITUTION**

#### **75. Changes to Bye-laws**

No Bye-law may be rescinded, altered or amended and no new Bye-law may be made save in accordance with the Act and until the same has been approved by a resolution of the Board and by a resolution of the Members

#### **76. Changes to the Memorandum of Association**

No alteration or amendment to the Memorandum of Association may be made save in accordance with the Act and until same has been approved by a resolution of the Board and by a resolution of the Members

#### **77. Discontinuance**

The Board may exercise all the powers of the Company to discontinue the Company to a jurisdiction outside Bermuda pursuant to the Act



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC032755

UK Establishment No. BR017836

The Registrar of Companies hereby certifies that

**RENAISSANCERE SPECIALTY HOLDINGS (UK) LIMITED**

has this day been registered under the Companies Act 2006 as having  
established a UK Establishment in the United Kingdom.

Given at Companies House on **8th September 2015**.



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

OS IN01

Registration of an overseas company opening a  
UK establishment



Companies House

A fee is payable with this form  
Please see 'How to pay' on the last page.

☒ What this form is for  
You may use this form to register a  
UK establishment.

☒ What this form is NOT for  
You cannot use this form  
the details of an existing  
officer or establishment.

A05 \*A87379L5\*  
07/06/2019 #50  
COMPANIES HOUSE  
A04 \*A840L001\*  
03/05/2019 #33  
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ①

RENAISSANCERE SPECIALTY HOLDINGS (UK) LIMITED

Do you propose to carry on business in the UK under the corporate name as  
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**.
- To register using an alternative name, go to **Section A2**.

→ **Filling in this form**  
Please complete in typescript (10pt  
or above), or in bold black capitals

All fields are mandatory unless  
specified or indicated by \*

① This must be the corporate name in  
the home state or country in which  
the company is incorporated.

A2 Alternative name of overseas company \*

Please show the alternative name that the company will use to do business  
in the UK.

Alternative name  
(if applicable) ②

② A company may register an  
alternative name under which it  
proposes to carry on business in the  
United Kingdom under Section 1048  
of the Companies Act 2006. Once  
registered it is treated as being its  
corporate name for the purposes of  
law in the UK.

A3 Overseas company name restrictions ③

This section does not apply to a European Economic Area (EEA) company  
registering its corporate name.

Please tick the box only if the proposed company name contains sensitive or  
restricted words or expressions that require you to seek comments of a  
government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response.

③ **Overseas company name  
restrictions**  
A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 2****Overseas company details****B1****Particulars previously delivered**

Have particulars about this company been previously delivered in respect of another UK establishment. ❶

→ No Go to **Section B2**.→ Yes Please enter the registration number below and then go to **Part 5** of the form. Please note the original UK establishment particulars must be filed up to date.

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment  
registration number

B R

**B2****Credit or financial institution**

Is the company a credit or financial institution? ❷

☐ Yes☒ No

❷ Please tick one box.

**B3****Company details**

If the company is registered in its country of incorporation, please enter the details below.

Legal form ❸

PRIVATE LIMITED COMPANY

Country of  
incorporation \*

BERMUDA

Identity of register  
in which it is  
registered ❹

REGISTRAR OF COMPANIES

Registration number in  
that register

5 0 3 2 5

❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

❹ This will be the registry where the company is registered in its parent country.

**B4****EEA or non-EEA member state**

Was the company formed outside the EEA?

→ Yes Complete **Sections B5 and B6**.→ No Go to **Section B6**.**B5****Governing law and accounting requirements**

Please give the law under which the company is incorporated.

Governing law ❺

LAWS OF BERMUDA

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below.

→ No Go to **Part 3**.

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

**OS IN01**

## Registration of an overseas company opening a UK establishment

Please give the period for which the company is required to prepare accounts by parent law.

From

d

d

m

m

To

d

d

m

m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months

**B6****Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.<sup>❶</sup>

☐ Yes.

Please indicate what documents have been disclosed.

☐ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☐ Please tick this box if no accounts have been disclosed.

<sup>❶</sup> Please tick the appropriate box(es).

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 3 Constitution

### C1 Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. <sup>①</sup>
- ☐ I enclose a certified translation, if applicable. <sup>②</sup>

<sup>①</sup> A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

<sup>②</sup> A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

### C2 EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to Section C3.
- No Go to Part 4 'Officers of the company'.

### C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to Part 4 'Officers of the company'
- No If any of the above details are not included in the constitutional documents, please enter them in Section C4.

The information is not required if it is contained within the constitutional documents accompanying this registration.

### C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. <sup>①</sup>

Building name/number RENAISSANCE HOUSE

Street 12 CROW LANE

Post town PEMBROKE

County/Region

Postcode H M 1 9

Country BERMUDA

Please give the objects of the company and the amount of issued share capital.

Objects of the company <sup>②</sup> THE OBJECTS FOR WHICH THE COMPANY IS FORMED AND INCORPORATED ARE UNRESTRICTED.

Amount of issued share capital <sup>③</sup> THREE US\$1 00 SHARES

<sup>①</sup> This address will appear on the public record.

<sup>②</sup> Please give a brief description of the company's business.

<sup>③</sup> Please specify the amount of shares issued and the value.

## Part 4

## Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.  
 → **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

## Continuation pages

Please use a continuation page if you need to enter more officer details.

## Secretary

<b>D1</b>		<b>Secretary details<sup>①</sup></b>	
		Use this section to list all the secretaries of the company. Please complete <b>Sections D1-D3</b> . For a corporate secretary, complete <b>Sections E1-E5</b> . Please use a continuation page if necessary.	
Full forename(s)	LEO		
Surname	BARRAN		
Former name(s) <sup>②</sup>			
		<b>① Corporate details</b> Please use Sections E1-E5 to enter corporate secretary details.  <b>② Former name(s)</b> Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.	
<b>D2</b>		<b>Secretary's service address<sup>③</sup></b>	
Building name/number	18TH FLOOR, 125		
Street	OLD BROAD STREET		
Post town	LONDON		
County/Region			
Postcode	E C 2 N 1 A R		
Country			
		<b>③ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  If you provide your residential address here it will appear on the public record.	
<b>D3</b>		<b>Secretary's authority</b>	
		Please enter the extent of your authority as secretary. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>④</sup> <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box.  <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>⑤</sup>		
If applicable, name(s) of person(s) with whom you are acting jointly			
		<b>④</b> If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.  <b>⑤</b> If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.	



**Corporate secretary**

<b>E1</b>	<b>Corporate secretary details<sup>①</sup></b>	
	Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5. Please use a continuation page if necessary.	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	<b>① Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.	
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
<b>E3</b>	<b>EEA companies<sup>②</sup></b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered <sup>③</sup>		
Registration number		
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).	
<b>E4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered <sup>④</sup>		
If applicable, the registration number		
	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	

## OS IN01

### Registration of an overseas company opening a UK establishment

E5

#### Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary. Please tick one box.		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

# OS IN01

## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	HUGH RICHARD TIMOTHY	
Surname	BRENNAN	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	UNITED KINGDOM	
Nationality	IRISH	
Month/year of birth <sup>④</sup>	X   X   m0   m3   y1   y9   y7   y7	
Business occupation (if any) <sup>⑤</sup>	FINANCE DIRECTOR	

**① Corporate details**  
Please use Sections G1-G5 to enter corporate director details.

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section F5.

**④ Month and year of birth**  
Please provide month and year only. Provide full date of birth in section F4.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>F2</b>	<b>Director's service address <sup>⑥</sup></b>	
Building name/number	18TH FLOOR, 125	
Street	OLD BROAD STREET	
Post town	LONDON	
County/Region		
Postcode	E   C   2   N     1   A   R	
Country	UNITED KINGDOM	

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

<b>F3</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>⑧</sup>	
If applicable, name(s) of person(s) with whom you are acting jointly		

**⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.**

**⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.**

# OS IN01 - continuation page

## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	IAN DAVID	
Surname	BRANAGAN	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	UNITED KINGDOM	
Nationality	BRITISH	
Month/year of birth <sup>④</sup>	<div> <div>X</div> <div>X</div> <div>m0</div> <div>m1</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y8</div> </div>	
Business occupation (if any) <sup>⑤</sup>	CHIEF RISK OFFICER	

**① Corporate details**  
Please use Sections G1-G5 to enter corporate director details

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section F5.

**④ Month and year of birth**  
Please provide month and year only. Provide full date of birth in section F4.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>F2</b>	<b>Director's service address <sup>⑥</sup></b>	
Building name/number	18TH FLOOR, 125	
Street	OLD BROAD STREET	
Post town	LONDON	
County/Region		
Postcode	E C 2 N 1 A R	
Country		

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

<b>F3</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>⑧</sup>	
If applicable, name(s) of person(s) with whom you are acting jointly		

**⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.**

**⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.**

# OS IN01 - continuation page

## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	KIM THERESA	
Surname	FOX	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	UNITED KINGDOM	
Nationality	BRITISH	
Month/year of birth <sup>④</sup>	<div> <div>X</div> <div>X</div> <div>m</div> <div>0</div> <div>m</div> <div>6</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>5</div> </div>	
Business occupation (if any) <sup>⑤</sup>	COMPLIANCE DIRECTOR	

**① Corporate details**  
Please use Sections G1-G5 to enter corporate director details.

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section F5.

**④ Month and year of birth**  
Please provide month and year only. Provide full date of birth in section F4.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>F2</b>	<b>Director's service address <sup>⑥</sup></b>	
Building name/number	18TH FLOOR, 125	
Street	OLD BROAD STREET	
Post town	LONDON	
County/Region		
Postcode	E C 2 N 1 A R	
Country		

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

<b>F3</b>	<b>Director's authority</b>	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <sup>⑦</sup> <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>⑧</sup>	
If applicable, name(s) of person(s) with whom you are acting jointly		

**⑦** If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

**⑧** If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

# OS IN01

## Registration of an overseas company opening a UK establishment

### Corporate director

<b>G1</b>	<b>Corporate director details ①</b>	
	Use this section to list all the corporate directors of the company. Please complete G1-G5. Please use a continuation page if necessary.	
Name of corporate body or firm		<b>① Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

<b>G2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	

<b>G3</b>	<b>EEA companies ②</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance. <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		

<b>G4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

# OS IN01

Registration of an overseas company opening a UK establishment

G5

## Corporate director's authority

	Please enter the extent of your authority as corporate director. Please tick one box.		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box.		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

**Part 5 UK establishment details****H1 Documents previously delivered - constitution**

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ No Go to **Section H3**.→ Yes Please enter the UK establishment number below and then go to **Section H2**.UK establishment  
registration numberB R        **H2 Documents previously delivered – accounting documents**

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ No Go to **Section H3**.→ Yes Please enter the UK establishment number below and then go to **Section H3**.UK establishment  
registration numberB R        **H3 Delivery of accounts and reports**This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. <sup>①</sup>☒ In respect of this establishment. Please go to **Section H4**.☐ In respect of another UK establishment. Please give the registration number below, then go to **Section H4**.<sup>①</sup> Please tick the appropriate box.UK establishment  
registration numberB R        **H4 Particulars of UK establishment <sup>①</sup>**You **must** enter the name and address of the UK establishment.

Name of establishment

RENAISSANCERE SPECIALTY HOLDINGS (UK) LIMITED

Building name/number

18TH FLOOR, 125

Street

OLD BROAD STREET

Post town

County/Region

LONDON

Postcode

E C 2 N   1 A R

Country

Please give the date the establishment was opened and the business of the establishment.

Date establishment  
opened<sup>d</sup> 3 <sup>d</sup> 0 <sup>m</sup> 0 <sup>m</sup> 6 <sup>y</sup> 2 <sup>y</sup> 0 <sup>y</sup> 1 <sup>y</sup> 5Business carried on at  
the UK establishment

HOLDING COMPANY

<sup>①</sup> Address

This is the address that will appear on the public record.



**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 6****Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

**J1****Permanent representative's details**

Please use this section to list all the permanent representatives of the company. Please complete **Sections J1-J4**.

**Continuation pages**

Please use a continuation page if you need to enter more details.

Full forename(s)

HUGH RICHARD TIMOTHY

Surname

BRENNAN

**J2****Permanent representative's service address <sup>1</sup>**

Building name/number

18TH FLOOR, 125

Street

OLD BROAD STREET

Post town

LONDON

County/Region

Postcode

E C 2 N 1 A R

Country

**<sup>1</sup> Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

**J3****Permanent representative's authority**

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority

- ☐ Limited <sup>2</sup>  
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☒ Alone  
☐ Jointly <sup>3</sup>

If applicable, name(s) of person(s) with whom you are acting jointly

**<sup>2</sup> If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.**

**<sup>3</sup> If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.**

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 7

### Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.

→ **No** Tick the box below then go to **Part 8 'Signature'**.

☒ If there is no such person, please tick this box.

## K1

### Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

#### Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

## K2

### Service address of person authorised to accept service <sup>①</sup>

Building name/number

Street

Post town

County/Region

Postcode

Country

#### ① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

OS IN01

Registration of an overseas company opening a UK establishment

**Part 8**

**Signature**

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

~~Director~~ Secretary, ~~permanent representative~~

# OS IN01

Registration of an overseas company opening a UK establishment

## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name CATHERINE STUBBS

Company name RENAISSANCERE SYNDICATE

MANAGEMENT LIMITED

Address 18TH FLOOR, 125

OLD BROAD STREET

Post town LONDON

County/Region

Postcode E C 2 N 1 A R

Country UNITED KINGDOM

DX

Telephone +44 2070 7437 26

## Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

## Important information

**Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.**

## How to pay

**A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'**

## Where to send

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

### **England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

### **Scotland:**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

### **Northern Ireland:**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

### **Higher protection**

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.

## Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

**RenaissanceRe Specialty Holdings (UK) Limited**

18<sup>th</sup> Floor, 125 Old Broad Street, London EC2N 1AR

**COMPANY SECRETARY'S CERTIFICATE**

I, Leo Barran, Company Secretary of **RenaissanceRe Specialty Holdings (UK) Limited** (hereinafter called the "Company"), duly organized and existing under the laws of the Islands of Bermuda, **DO HEREBY CERTIFY** as follows:

- Attached hereto as Exhibit A is a true and correct copy of the Memorandum of Association of the Company filed with the Registrar of Companies in Bermuda on 2<sup>nd</sup> June 2015, which is in full force and effect on the date hereof, and
- Attached hereto as Exhibit B is a true and correct copy of the Company's Bye-Laws adopted on 3<sup>rd</sup> June 2015.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name on 25<sup>th</sup> April 2019.

By:   
Leo Barran  
Company Secretary

EXHIBIT A

FORM NO. 2



**BERMUDA**  
**THE COMPANIES ACT 1981**  
**MEMORANDUM OF ASSOCIATION OF**  
**COMPANY LIMITED BY SHARES**  
(Section 7(1) and (2))

**MEMORANDUM OF ASSOCIATION**  
**OF**

**RenaissanceRe Specialty Holdings (UK) Limited**  
(hereinafter referred to as "the Company")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. We, the undersigned, namely,

NAME	ADDRESS	BERMUDIAN STATUS (Yes/No)	NATIONALITY	NUMBER OF SHARES SUBSCRIBED
Michael B. Ashford	Clarendon House 2 Church Street Hamilton HM 11 Bermuda	Yes	British	One
Graham B.R. Collis	"	Yes	British	One
David W.J. Astwood	"	Yes	British	One

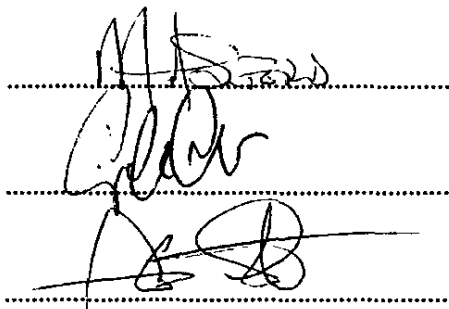
do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

3. The Company is to be an **exempted** company as defined by the Companies Act 1981 (the "Act").
4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding \_\_\_\_ in all, including the following parcels:- **N/A**
5. The authorised share capital of the Company is US\$10,000.00 divided into shares of US\$1.00 each.
6. The objects for which the Company is formed and incorporated are unrestricted.
7. The following are provisions regarding the powers of the Company –

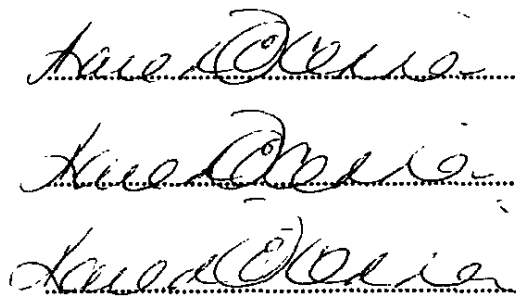
Subject to paragraph 6, the Company may do all such things as are incidental or conducive to the attainment of its objects and shall have the capacity, rights, powers and privileges of a natural person, and –

- (i) pursuant to Section 42 of the Act, the Company shall have the power to issue preference shares which are, at the option of the holder, liable to be redeemed;
- (ii) pursuant to Section 42A of the Act, the Company shall have the power to purchase its own shares for cancellation; and
- (iii) pursuant to Section 42B of the Act, the Company shall have the power to acquire its own shares to be held as treasury shares.

Signed by each subscriber in the presence of at least one witness attesting the signature thereof



(Subscribers)



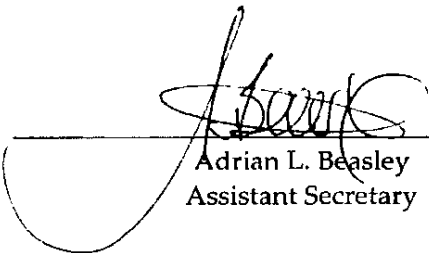
(Witnesses)

SUBSCRIBED this 2<sup>nd</sup> day of June, 2015.



EXHIBIT B

**BYE-LAWS**  
**of**  
**RenaissanceRe Specialty Holdings (UK) Limited**



Adrian L. Beasley  
Assistant Secretary

ADOPTED: 3<sup>rd</sup> June, 2015.  
Standard exempted company bye-laws

## **TABLE OF CONTENTS**

### **INTERPRETATION**

1. Definitions

### **SHARES**

2. Power to Issue Shares
3. Power of the Company to Purchase its Shares
4. Rights Attaching to Shares
5. Calls on Shares
6. Forfeiture of Shares
7. Share Certificates
8. Fractional Shares

### **REGISTRATION OF SHARES**

9. Register of Members
10. Registered Holder Absolute Owner
11. Transfer of Registered Shares
12. Transmission of Registered Shares

### **ALTERATION OF SHARE CAPITAL**

13. Power to Alter Capital
14. Variation of Rights Attaching to Shares

### **DIVIDENDS AND CAPITALISATION**

15. Dividends
16. Power to Set Aside Profits
17. Method of Payment
18. Capitalisation

### **MEETINGS OF MEMBERS**

19. Annual General Meetings
20. Special General Meetings
21. Requisitioned General Meetings
22. Notice
23. Giving Notice and Access
24. Postponement of General Meeting
25. Electronic Participation in Meetings

26. Quorum at General Meetings
27. Chairman to Preside at General Meetings
28. Voting on Resolutions
29. Power to Demand a Vote on a Poll
30. Voting by Joint Holders of Shares
31. Instrument of Proxy
32. Representation of Corporate Member
33. Adjournment of General Meeting
34. Written Resolutions
35. Directors Attendance at General Meetings

## **DIRECTORS AND OFFICERS**

36. Election of Directors
37. Number of Directors
38. Term of Office of Directors
39. Alternate Directors
40. Removal of Directors
41. Vacancy in the Office of Director
42. Remuneration of Directors
43. Defect in Appointment
44. Directors to Manage Business
45. Powers of the Board of Directors
46. Register of Directors and Officers
47. Appointment of Officers
48. Appointment of Secretary
49. Duties of Officers
50. Remuneration of Officers
51. Conflicts of Interest
52. Indemnification and Exculpation of Directors and Officers

## **MEETINGS OF THE BOARD OF DIRECTORS**

53. Board Meetings
54. Notice of Board Meetings
55. Electronic Participation in Meetings
56. Representation of Corporate Director
57. Quorum at Board Meetings
58. Board to Continue in the Event of Vacancy
59. Chairman to Preside
60. Written Resolutions
61. Validity of Prior Acts of the Board

## **CORPORATE RECORDS**

62. Minutes
63. Place Where Corporate Records Kept
64. Form and Use of Seal

## **ACCOUNTS**

- 65. Records of Account
- 66. Financial Year End

## **AUDITS**

- 67. Annual Audit
- 68. Appointment of Auditor
- 69. Remuneration of Auditor
- 70. Duties of Auditor
- 71. Access to Records
- 72. Financial Statements and the Auditor's Report
- 73. Vacancy in the Office of Auditor

## **VOLUNTARY WINDING-UP AND DISSOLUTION**

- 74. Winding-Up

## **CHANGES TO CONSTITUTION**

- 75. Changes to Bye-laws
- 76. Changes to the Memorandum of Association
- 77. Discontinuance

## INTERPRETATION

### 1. Definitions

#### 1.1 In these Bye-laws, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

Act	the Companies Act 1981;
Alternate Director	an alternate director appointed in accordance with these Bye-laws;
Auditor	includes an individual, company or partnership;
Board	the board of directors (including, for the avoidance of doubt, a sole director) appointed or elected pursuant to these Bye-laws and acting by resolution in accordance with the Act and these Bye-laws or the directors present at a meeting of directors at which there is a quorum;
Company	the company for which these Bye-laws are approved and confirmed;
Director	a director of the Company and shall include an Alternate Director;
Member	the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
notice	written notice as further provided in these Bye-laws unless otherwise specifically stated;
Officer	any person appointed by the Board to hold an office in the Company;
Register of Directors and Officers	the register of directors and officers referred to in these Bye-laws;
Register of Members	the register of Members referred to in these Bye-

	laws;
Resident Representative	any person appointed to act as resident representative and includes any deputy or assistant resident representative;
Secretary	the person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary; and
Treasury Share	a share of the Company that was or is treated as having been acquired and held by the Company and has been held continuously by the Company since it was so acquired and has not been cancelled.

1.2 In these Bye-laws, where not inconsistent with the context:

- (a) words denoting the plural number include the singular number and *vice versa*;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
- (d) the words:-
  - (i) "may" shall be construed as permissive; and
  - (ii) "shall" shall be construed as imperative;
- (e) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof;
- (f) the word "corporation" means a corporation whether or not a company within the meaning of the Act; and
- (g) unless otherwise provided herein, words or expressions defined in the Act shall bear the same meaning in these Bye-laws.

1.3 In these Bye-laws expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.

- 1.4 Headings used in these Bye-laws are for convenience only and are not to be used or relied upon in the construction hereof.

## **SHARES**

### **2. Power to Issue Shares**

- 2.1 Subject to these Bye-laws and to any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares on such terms and conditions as it may determine and any shares or class of shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may by resolution of the Members prescribe.
- 2.2 Subject to the Act, any preference shares may be issued or converted into shares that (at a determinable date or at the option of the Company or the holder) are liable to be redeemed on such terms and in such manner as may be determined by the Board (before the issue or conversion).

### **3. Power of the Company to Purchase its Shares**

- 3.1 The Company may purchase its own shares for cancellation or acquire them as Treasury Shares in accordance with the Act on such terms as the Board shall think fit.
- 3.2 The Board may exercise all the powers of the Company to purchase or acquire all or any part of its own shares in accordance with the Act.

### **4. Rights Attaching to Shares**

- 4.1 Subject to any resolution of the Members to the contrary (and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares), the share capital shall be divided into shares of a single class the holders of which shall, subject to these Bye-laws:
- (a) be entitled to one vote per share;
  - (b) be entitled to such dividends as the Board may from time to time declare;
  - (c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and
  - (d) generally be entitled to enjoy all of the rights attaching to shares.

- 4.2 All the rights attaching to a Treasury Share shall be suspended and shall not be exercised by the Company while it holds such Treasury Share and, except where required by the Act, all Treasury Shares shall be excluded from the calculation of any percentage or fraction of the share capital, or shares, of the Company.

**5. Calls on Shares**

- 5.1 The Board may make such calls as it thinks fit upon the Members in respect of any monies (whether in respect of nominal value or premium) unpaid on the shares allotted to or held by such Members and, if a call is not paid on or before the day appointed for payment thereof, the Member may at the discretion of the Board be liable to pay the Company interest on the amount of such call at such rate as the Board may determine, from the date when such call was payable up to the actual date of payment. The Board may differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls.
- 5.2 The joint holders of a share shall be jointly and severally liable to pay all calls and any interest, costs and expenses in respect thereof.
- 5.3 The Company may accept from any Member the whole or a part of the amount remaining unpaid on any shares held by him, although no part of that amount has been called up.

**6. Forfeiture of Shares**

- 6.1 If any Member fails to pay, on the day appointed for payment thereof, any call in respect of any share allotted to or held by such Member, the Board may, at any time thereafter during such time as the call remains unpaid, direct the Secretary to forward such Member a notice in writing in the form, or as near thereto as circumstances admit, of the following:

Notice of Liability to Forfeiture for Non-Payment of Call  
[Name of Company] (the "Company")

You have failed to pay the call of [amount of call] made on [date], in respect of the [number] share(s) [number in figures] standing in your name in the Register of Members of the Company, on [date], the day appointed for payment of such call. You are hereby notified that unless you pay such call together with interest thereon at the rate of [ ] per annum computed from the said [date] at the registered office of the Company the share(s) will be liable to be forfeited.

Dated this [date]



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[Signature of Secretary] By Order of the Board

- 6.2 If the requirements of such notice are not complied with, any such share may at any time thereafter before the payment of such call and the interest due in respect thereof be forfeited by a resolution of the Board to that effect, and such share shall thereupon become the property of the Company and may be disposed of as the Board shall determine. Without limiting the generality of the foregoing, the disposal may take place by sale, repurchase, redemption or any other method of disposal permitted by and consistent with these Bye-laws and the Act.
- 6.3 A Member whose share or shares have been so forfeited shall, notwithstanding such forfeiture, be liable to pay to the Company all calls owing on such share or shares at the time of the forfeiture, together with all interest due thereon and any costs and expenses incurred by the Company in connection therewith.
- 6.4 The Board may accept the surrender of any shares which it is in a position to forfeit on such terms and conditions as may be agreed. Subject to those terms and conditions, a surrendered share shall be treated as if it had been forfeited.
- 7. Share Certificates**
- 7.1 Every Member shall be entitled to a certificate under the common seal (or a facsimile thereof) of the Company or bearing the signature (or a facsimile thereof) of a Director or the Secretary or a person expressly authorised to sign specifying the number and, where appropriate, the class of shares held by such Member and whether the same are fully paid up and, if not, specifying the amount paid on such shares. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means.
- 7.2 The Company shall be under no obligation to complete and deliver a share certificate unless specifically called upon to do so by the person to whom the shares have been allotted.
- 7.3 If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit.

**8. Fractional Shares**

The Company may issue its shares in fractional denominations and deal with such fractions to the same extent as its whole shares and shares in fractional denominations shall have in proportion to the respective fractions represented thereby all of the rights of whole shares including (but without limiting the generality of the foregoing) the right to vote, to receive dividends and distributions and to participate in a winding-up.

**REGISTRATION OF SHARES**

**9. Register of Members**

9.1 The Board shall cause to be kept in one or more books a Register of Members and shall enter therein the particulars required by the Act.

9.2 The Register of Members shall be open to inspection without charge at the registered office of the Company on every business day, subject to such reasonable restrictions as the Board may impose, so that not less than two hours in each business day be allowed for inspection. The Register of Members may, after notice has been given in accordance with the Act, be closed for any time or times not exceeding in the whole thirty days in each year.

**10. Registered Holder Absolute Owner**

The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not be bound to recognise any equitable claim or other claim to, or interest in, such share on the part of any other person.

**11. Transfer of Registered Shares**

11.1 An instrument of transfer shall be in writing in the form of the following, or as near thereto as circumstances admit, or in such other form as the Board may accept:

Transfer of a Share or Shares  
[Name of Company] (the "Company")

FOR VALUE RECEIVED..... [amount], I, [name of transferor] hereby sell, assign and transfer unto [transferee] of [address], [number] shares of the Company.

DATED this [date]

Signed by:

In the presence of:

## RenaissanceRe Specialty Holding (UK) Limited

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\_\_\_\_\_  
Transferor

\_\_\_\_\_  
Witness

Signed by:

In the presence of:

\_\_\_\_\_  
Transferee

\_\_\_\_\_  
Witness

- 11.2 Such instrument of transfer shall be signed by (or in the case of a party that is a corporation, on behalf of) the transferor and transferee, provided that, in the case of a fully paid share, the Board may accept the instrument signed by or on behalf of the transferor alone. The transferor shall be deemed to remain the holder of such share until the same has been registered as having been transferred to the transferee in the Register of Members.
- 11.3 The Board may refuse to recognise any instrument of transfer unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as the Board may reasonably require showing the right of the transferor to make the transfer.
- 11.4 The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.
- 11.5 The Board may in its absolute discretion and without assigning any reason therefor refuse to register the transfer of a share. The Board shall refuse to register a transfer unless all applicable consents, authorisations and permissions of any governmental body or agency in Bermuda have been obtained. If the Board refuses to register a transfer of any share the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.
- 11.6 Notwithstanding anything to the contrary in these Bye-laws, shares that are listed or admitted to trading on an appointed stock exchange may be transferred in accordance with the rules and regulations of such exchange.

## **12. Transmission of Registered Shares**

- 12.1 In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased

Member where the deceased Member was a sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the Act, for the purpose of this Bye-law, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a deceased Member.

- 12.2 Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share, and in such case the person becoming entitled shall execute in favour of such nominee an instrument of transfer in writing in the form, or as near thereto as circumstances admit, of the following:

Transfer by a Person Becoming Entitled on Death/Bankruptcy of a  
Member  
[Name of Company] (the "Company")

I/We, having become entitled in consequence of the [death/bankruptcy] of [name and address of deceased/bankrupt Member] to [number] share(s) standing in the Register of Members of the Company in the name of the said [name of deceased/bankrupt Member] instead of being registered myself/ourselves, elect to have [name of transferee] (the "Transferee") registered as a transferee of such share(s) and I/we do hereby accordingly transfer the said share(s) to the Transferee to hold the same unto the Transferee, his or her executors, administrators and assigns, subject to the conditions on which the same were held at the time of the execution hereof; and the Transferee does hereby agree to take the said share(s) subject to the same conditions.

DATED this [date]

Signed by:

In the presence of:

\_\_\_\_\_  
Transferor

\_\_\_\_\_  
Witness

Signed by:

In the presence of:

\_\_\_\_\_  
Transferee

\_\_\_\_\_  
Witness

- 12.3 On the presentation of the foregoing materials to the Board, accompanied by such evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same right to decline or suspend registration as it would have had in the case of a transfer of the share by that Member before such Member's death or bankruptcy, as the case may be.
- 12.4 Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to such share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

### ALTERATION OF SHARE CAPITAL

#### 13. Power to Alter Capital

- 13.1 The Company may if authorised by resolution of the Members increase, divide, consolidate, subdivide, change the currency denomination of, diminish or otherwise alter or reduce its share capital in any manner permitted by the Act.
- 13.2 Where, on any alteration or reduction of share capital, fractions of shares or some other difficulty would arise, the Board may deal with or resolve the same in such manner as it thinks fit.

#### 14. Variation of Rights Attaching to Shares

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a resolution passed by a majority of the votes cast at a separate general meeting of the holders of the shares of the class at which meeting the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class. The rights conferred upon the holders of the shares of any class or series issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class or series, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

### DIVIDENDS AND CAPITALISATION

#### 15. Dividends

- 15.1 The Board may, subject to these Bye-laws and in accordance with the Act, declare a dividend to be paid to the Members, in proportion to the number of shares held by

them, and such dividend may be paid in cash or wholly or partly in specie in which case the Board may fix the value for distribution in specie of any assets. No unpaid dividend shall bear interest as against the Company.

- 15.2 The Board may fix any date as the record date for determining the Members entitled to receive any dividend.
- 15.3 The Company may pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.
- 15.4 The Board may declare and make such other distributions (in cash or in specie) to the Members as may be lawfully made out of the assets of the Company. No unpaid distribution shall bear interest as against the Company.

**16. Power to Set Aside Profits**

The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such amount as it thinks proper as a reserve to be used to meet contingencies or for equalising dividends or for any other purpose.

**17. Method of Payment**

- 17.1 Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct.
- 17.2 In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the joint holders may in writing direct. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.
- 17.3 The Board may deduct from the dividends or distributions payable to any Member all monies due from such Member to the Company on account of calls or otherwise.

**18. Capitalisation**

- 18.1 The Board may capitalise any amount for the time being standing to the credit of any of the Company's share premium or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such amount in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

- 18.2 The Board may capitalise any amount for the time being standing to the credit of a reserve account or amounts otherwise available for dividend or distribution by applying such amounts in paying up in full, partly or nil paid shares of those Members who would have been entitled to such amounts if they were distributed by way of dividend or distribution.

## **MEETINGS OF MEMBERS**

### **19. Annual General Meetings**

Subject to an election made by the Company in accordance with the Act to dispense with the holding of annual general meetings, an annual general meeting shall be held in each year (other than the year of incorporation) at such time and place as the president or the chairman of the Company (if any) or any two Directors or any Director and the Secretary or the Board shall appoint.

### **20. Special General Meetings**

The president or the chairman of the Company (if any) or any two Directors or any Director and the Secretary or the Board may convene a special general meeting whenever in their judgment such a meeting is necessary.

### **21. Requisitioned General Meetings**

The Board shall, on the requisition of Members holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up share capital of the Company as at the date of the deposit carries the right to vote at general meetings, forthwith proceed to convene a special general meeting and the provisions of the Act shall apply.

### **22. Notice**

- 22.1 At least five days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held, that the election of Directors will take place thereat, and as far as practicable, the other business to be conducted at the meeting.
- 22.2 At least five days' notice of a special general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, time, place and the general nature of the business to be considered at the meeting.
- 22.3 The Board may fix any date as the record date for determining the Members entitled to receive notice of and to vote at any general meeting.
- 22.4 A general meeting shall, notwithstanding that it is called on shorter notice than that specified in these Bye-laws, be deemed to have been properly called if it is so agreed by

(i) all the Members entitled to attend and vote thereat in the case of an annual general meeting; and (ii) by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving a right to attend and vote thereat in the case of a special general meeting.

22.5 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **23. Giving Notice and Access**

23.1 A notice may be given by the Company to a Member:

- (a) by delivering it to such Member in person, in which case the notice shall be deemed to have been served upon such delivery; or
- (b) by sending it by post to such Member's address in the Register of Members, in which case the notice shall be deemed to have been served seven days after the date on which it is deposited, with postage prepaid, in the mail; or
- (c) by sending it by courier to such Member's address in the Register of Members, in which case the notice shall be deemed to have been served two days after the date on which it is deposited, with courier fees paid, with the courier service; or
- (d) by transmitting it by electronic means (including facsimile and electronic mail, but not telephone) in accordance with such directions as may be given by such Member to the Company for such purpose, in which case the notice shall be deemed to have been served at the time that it would in the ordinary course be transmitted; or
- (e) by delivering it in accordance with the provisions of the Act pertaining to delivery of electronic records by publication on a website, in which case the notice shall be deemed to have been served at the time when the requirements of the Act in that regard have been met.

23.2 Any notice required to be given to a Member shall, with respect to any shares held jointly by two or more persons, be given to whichever of such persons is named first in the Register of Members and notice so given shall be sufficient notice to all the holders of such shares.

23.3 In proving service under paragraphs 23.1(b), (c) and (d), it shall be sufficient to prove that the notice was properly addressed and prepaid, if posted or sent by courier, and the time when it was posted, deposited with the courier, or transmitted by electronic means.



**24. Postponement of General Meeting**

The Secretary may postpone any general meeting called in accordance with these Bye-laws (other than a meeting requisitioned under these Bye-laws) provided that notice of postponement is given to the Members before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with these Bye-laws.

**25. Electronic Participation in Meetings**

Members may participate in any general meeting by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

**26. Quorum at General Meetings**

26.1 At any general meeting two or more persons present in person and representing in person or by proxy in excess of 50% of the total issued voting shares in the Company throughout the meeting shall form a quorum for the transaction of business, provided that if the Company shall at any time have only one Member, one Member present in person or by proxy shall form a quorum for the transaction of business at any general meeting held during such time.

26.2 If within half an hour from the time appointed for the meeting a quorum is not present, then, in the case of a meeting convened on a requisition, the meeting shall be deemed cancelled and, in any other case, the meeting shall stand adjourned to the same day one week later, at the same time and place or to such other day, time or place as the Secretary may determine. Unless the meeting is adjourned to a specific date, time and place announced at the meeting being adjourned, fresh notice of the resumption of the meeting shall be given to each Member entitled to attend and vote thereat in accordance with these Bye-laws.

**27. Chairman to Preside at General Meetings**

Unless otherwise agreed by a majority of those attending and entitled to vote thereat, the chairman or the president of the Company, if there be one, shall act as chairman of the meeting at all general meetings at which such person is present. In their absence a chairman of the meeting shall be appointed or elected by those present at the meeting and entitled to vote.

**28. Voting on Resolutions**

28.1 Subject to the Act and these Bye-laws, any question proposed for the consideration of the Members at any general meeting shall be decided by the affirmative votes of a

majority of the votes cast in accordance with these Bye-laws and in the case of an equality of votes the resolution shall fail.

- 28.2 No Member shall be entitled to vote at a general meeting unless such Member has paid all the calls on all shares held by such Member.
- 28.3 At any general meeting a resolution put to the vote of the meeting shall, in the first instance, be voted upon by a show of hands and, subject to any rights or restrictions for the time being lawfully attached to any class of shares and subject to these Bye-laws, every Member present in person and every person holding a valid proxy at such meeting shall be entitled to one vote and shall cast such vote by raising his hand.
- 28.4 In the event that a Member participates in a general meeting by telephone, electronic or other communication facilities or means, the chairman of the meeting shall direct the manner in which such Member may cast his vote on a show of hands.
- 28.5 At any general meeting if an amendment is proposed to any resolution under consideration and the chairman of the meeting rules on whether or not the proposed amendment is out of order, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling.
- 28.6 At any general meeting a declaration by the chairman of the meeting that a question proposed for consideration has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in a book containing the minutes of the proceedings of the Company shall, subject to these Bye-laws, be conclusive evidence of that fact.

**29. Power to Demand a Vote on a Poll**

- 29.1 Notwithstanding the foregoing, a poll may be demanded by any of the following persons:
- (a) the chairman of such meeting; or
  - (b) at least three Members present in person or represented by proxy; or
  - (c) any Member or Members present in person or represented by proxy and holding between them not less than one-tenth of the total voting rights of all the Members having the right to vote at such meeting; or
  - (d) any Member or Members present in person or represented by proxy holding shares in the Company conferring the right to vote at such meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total amount paid up on all such shares conferring such right.

- 29.2 Where a poll is demanded, subject to any rights or restrictions for the time being lawfully attached to any class of shares, every person present at such meeting shall have one vote for each share of which such person is the holder or for which such person holds a proxy and such vote shall be counted by ballot as described herein, or in the case of a general meeting at which one or more Members are present by telephone, electronic or other communication facilities or means, in such manner as the chairman of the meeting may direct and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded and shall replace any previous resolution upon the same matter which has been the subject of a show of hands. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- 29.3 A poll demanded for the purpose of electing a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and in such manner during such meeting as the chairman (or acting chairman) of the meeting may direct. Any business other than that upon which a poll has been demanded may be conducted pending the taking of the poll.
- 29.4 Where a vote is taken by poll, each person physically present and entitled to vote shall be furnished with a ballot paper on which such person shall record his vote in such manner as shall be determined at the meeting having regard to the nature of the question on which the vote is taken, and each ballot paper shall be signed or initialled or otherwise marked so as to identify the voter and the registered holder in the case of a proxy. Each person present by telephone, electronic or other communication facilities or means shall cast his vote in such manner as the chairman of the meeting shall direct. At the conclusion of the poll, the ballot papers and votes cast in accordance with such directions shall be examined and counted by a committee of not less than two Members or proxy holders appointed by the chairman of the meeting for the purpose and the result of the poll shall be declared by the chairman of the meeting.

### **30. Voting by Joint Holders of Shares**

In the case of joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

### **31. Instrument of Proxy**

- 31.1 An instrument appointing a proxy shall be in writing in substantially the following form or such other form as the chairman of the meeting shall accept:

Proxy  
[Name of Company] (the "Company")

I/We, [insert names here], being a Member of the Company with [number] shares, HEREBY APPOINT [name] of [address] or failing him, [name] of [address] to be my/our proxy to vote for me/us at the meeting of the Members to be held on [date] and at any adjournment thereof. [Any restrictions on voting to be inserted here.]

Signed this [date]

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Member(s)

31.2 The instrument appointing a proxy must be received by the Company at the registered office or at such other place or in such manner as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at which the person named in the instrument appointing a proxy proposes to vote, and an instrument appointing a proxy which is not received in the manner so prescribed shall be invalid.

31.3 A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf in respect of different shares.

31.4 The decision of the chairman of any general meeting as to the validity of any appointment of a proxy shall be final.

**32. Representation of Corporate Member**

32.1 A corporation which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation which such person represents as that corporation could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.

32.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation which is a Member.

**33. Adjournment of General Meeting**

The chairman of a general meeting may, with the consent of the Members at any general meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the

meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, fresh notice of the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with these Bye-laws.

**34. Written Resolutions**

- 34.1 Subject to these Bye-laws, anything which may be done by resolution of the Company in general meeting or by resolution of a meeting of any class of the Members may be done without a meeting by written resolution in accordance with this Bye-law.
- 34.2 Notice of a written resolution shall be given, and a copy of the resolution shall be circulated to all Members who would be entitled to attend a meeting and vote thereon. The accidental omission to give notice to, or the non-receipt of a notice by, any Member does not invalidate the passing of a resolution.
- 34.3 A written resolution is passed when it is signed by (or in the case of a Member that is a corporation, on behalf of) the Members who at the date that the notice is given represent such majority of votes as would be required if the resolution was voted on at a meeting of Members at which all Members entitled to attend and vote thereat were present and voting.
- 34.4 A resolution in writing may be signed in any number of counterparts.
- 34.5 A resolution in writing made in accordance with this Bye-law is as valid as if it had been passed by the Company in general meeting or by a meeting of the relevant class of Members, as the case may be, and any reference in any Bye-law to a meeting at which a resolution is passed or to Members voting in favour of a resolution shall be construed accordingly.
- 34.6 A resolution in writing made in accordance with this Bye-law shall constitute minutes for the purposes of the Act.
- 34.7 This Bye-law shall not apply to:
- (a) a resolution passed to remove an Auditor from office before the expiration of his term of office; or
  - (b) a resolution passed for the purpose of removing a Director before the expiration of his term of office.
- 34.8 For the purposes of this Bye-law, the effective date of the resolution is the date when the resolution is signed by (or in the case of a Member that is a corporation, on behalf of) the last Member whose signature results in the necessary voting majority being

achieved and any reference in any Bye-law to the date of passing of a resolution is, in relation to a resolution made in accordance with this Bye-law, a reference to such date.

**35. Directors Attendance at General Meetings**

The Directors shall be entitled to receive notice of, attend and be heard at any general meeting.

**DIRECTORS AND OFFICERS**

**36. Election of Directors**

36.1 The Board shall be elected or appointed in the first place at the statutory meeting of the Company and thereafter, except in the case of a casual vacancy, at the annual general meeting or at any special general meeting called for that purpose.

36.2 At any general meeting the Members may authorise the Board to fill any vacancy in their number left unfilled at a general meeting.

**37. Number of Directors**

The Board shall consist of not less than one Director or such number in excess thereof as the Members may determine.

**38. Term of Office of Directors**

Directors shall hold office for such term as the Members may determine or, in the absence of such determination, until the next annual general meeting or until their successors are elected or appointed or their office is otherwise vacated.

**39. Alternate Directors**

39.1 At any general meeting, the Members may elect a person or persons to act as a Director in the alternative to any one or more Directors or may authorise the Board to appoint such Alternate Directors.

39.2 Unless the Members otherwise resolve, any Director may appoint a person or persons to act as a Director in the alternative to himself by notice deposited with the Secretary.

39.3 Any person elected or appointed pursuant to this Bye-law shall have all the rights and powers of the Director or Directors for whom such person is elected or appointed in the alternative, provided that such person shall not be counted more than once in determining whether or not a quorum is present.

39.4 An Alternate Director shall be entitled to receive notice of all Board meetings and to attend and vote at any such meeting at which a Director for whom such Alternate Director was appointed in the alternative is not personally present and generally to

perform at such meeting all the functions of such Director for whom such Alternate Director was appointed.

39.5 An Alternate Director's office shall terminate –

- (a) in the case of an alternate elected by the Members:
  - (i) on the occurrence in relation to the Alternate Director of any event which, if it occurred in relation to the Director for whom he was elected to act, would result in the termination of that Director; or
  - (ii) if the Director for whom he was elected in the alternative ceases for any reason to be a Director, provided that the alternate removed in these circumstances may be re-appointed by the Board as an alternate to the person appointed to fill the vacancy; and
- (b) in the case of an alternate appointed by a Director:
  - (i) on the occurrence in relation to the Alternate Director of any event which, if it occurred in relation to his appointor, would result in the termination of the appointor's directorship; or
  - (ii) when the Alternate Director's appointor revokes the appointment by notice to the Company in writing specifying when the appointment is to terminate; or
  - (iii) if the Alternate Director's appointor ceases for any reason to be a Director.

#### **40. Removal of Directors**

- 40.1 Subject to any provision to the contrary in these Bye-laws, the Members entitled to vote for the election of Directors may, at any special general meeting convened and held in accordance with these Bye-laws, remove a Director provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director not less than 14 days before the meeting and at such meeting the Director shall be entitled to be heard on the motion for such Director's removal.
- 40.2 If a Director is removed from the Board under this Bye-law the Members may fill the vacancy at the meeting at which such Director is removed. In the absence of such election or appointment, the Board may fill the vacancy.

**41. Vacancy in the Office of Director**

41.1 The office of Director shall be vacated if the Director:

- (a) is removed from office pursuant to these Bye-laws or is prohibited from being a Director by law;
- (b) is or becomes bankrupt, or makes any arrangement or composition with his creditors generally;
- (c) is or becomes of unsound mind or dies; or
- (d) resigns his office by notice to the Company.

41.2 The Board shall have the power to appoint any person as a Director to fill a vacancy on the Board occurring as a result of the death, disability, disqualification or resignation of any Director and to appoint an Alternate Director to any Director so appointed.

**42. Remuneration of Directors**

The remuneration (if any) of the Directors shall be determined by the Company in general meeting and shall be deemed to accrue from day to day. The Directors may also be paid all travel, hotel and other expenses properly incurred by them (or in the case of a director that is a corporation, by its representative or representatives) in attending and returning from Board meetings, meetings of any committee appointed by the Board or general meetings, or in connection with the business of the Company or their duties as Directors generally.

**43. Defect in Appointment**

All acts done in good faith by the Board, any Director, a member of a committee appointed by the Board, any person to whom the Board may have delegated any of its powers, or any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that he was, or any of them were, disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or act in the relevant capacity.

**44. Directors to Manage Business**

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Act or by these Bye-laws, required to be exercised by the Company in general meeting.

**45. Powers of the Board of Directors**

The Board may:



- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their remuneration and determine their duties;
- (b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;
- (c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;
- (d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney;
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;
- (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board which may consist partly or entirely of non-Directors, provided that every such committee shall conform to such directions as the Board shall impose on them and provided further that the meetings and proceedings of any such committee shall be governed by the provisions of these Bye-laws regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by directions imposed by the Board;
- (h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board may see fit;

- (i) present any petition and make any application in connection with the liquidation or reorganisation of the Company;
- (j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- (k) authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any deed, agreement, document or instrument on behalf of the Company.

**46. Register of Directors and Officers**

The Board shall cause to be kept in one or more books at the registered office of the Company a Register of Directors and Officers and shall enter therein the particulars required by the Act.

**47. Appointment of Officers**

The Board may appoint such Officers (who may or may not be Directors) as the Board may determine for such terms as the Board deems fit.

**48. Appointment of Secretary**

The Secretary shall be appointed by the Board from time to time for such term as the Board deems fit.

**49. Duties of Officers**

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

**50. Remuneration of Officers**

The Officers shall receive such remuneration as the Board may determine.

**51. Conflicts of Interest**

- 51.1 Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company on such terms, including with respect to remuneration, as may be agreed between the parties. Nothing herein contained shall authorise a Director or a Director's firm, partner or company to act as Auditor to the Company.
- 51.2 A Director who is directly or indirectly interested in a contract or proposed contract with the Company (an "Interested Director") shall declare the nature of such interest as required by the Act.

51.3 An Interested Director who has complied with the requirements of the foregoing Byelaw may:

- (a) vote in respect of such contract or proposed contract; and/or
- (b) be counted in the quorum for the meeting at which the contract or proposed contract is to be voted on,

and no such contract or proposed contract shall be void or voidable by reason only that the Interested Director voted on it or was counted in the quorum of the relevant meeting and the Interested Director shall not be liable to account to the Company for any profit realised thereby.

## **52. Indemnification and Exculpation of Directors and Officers**

52.1 The Directors, Resident Representative, Secretary and other Officers (such term to include any person appointed to any committee by the Board) acting in relation to any of the affairs of the Company or any subsidiary thereof and the liquidator or trustees (if any) acting in relation to any of the affairs of the Company or any subsidiary thereof and every one of them (whether for the time being or formerly), and their heirs, executors and administrators (each of which an "indemnified party"), shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any monies or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any monies of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty in relation to the Company which may attach to any of the indemnified parties. Each Member agrees to waive any claim or right of action such Member might have, whether individually or by or in the right of the Company, against any Director or Officer on account of any action taken by such Director or Officer, or the failure of such Director or Officer to take any action in the performance of his duties with or for the Company or any subsidiary thereof, PROVIDED THAT such waiver shall not extend to any matter in respect of any fraud or dishonesty in relation to the Company which may attach to such Director or Officer.

- 52.2 The Company may purchase and maintain insurance for the benefit of any Director or Officer against any liability incurred by him under the Act in his capacity as a Director or Officer or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any subsidiary thereof.
- 52.3 The Company may advance monies to a Director or Officer for the costs, charges and expenses incurred by the Director or Officer in defending any civil or criminal proceedings against him, on condition that the Director or Officer shall repay the advance if any allegation of fraud or dishonesty in relation to the Company is proved against him.

## **MEETINGS OF THE BOARD OF DIRECTORS**

### **53. Board Meetings**

The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. A resolution put to the vote at a Board meeting shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

### **54. Notice of Board Meetings**

A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Board meeting. Notice of a Board meeting shall be deemed to be duly given to a Director if it is given to such Director verbally (including in person or by telephone) or otherwise communicated or sent to such Director by post, electronic means or other mode of representing words in a visible form at such Director's last known address or in accordance with any other instructions given by such Director to the Company for this purpose.

### **55. Electronic Participation in Meetings**

Directors may participate in any meeting by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

### **56. Representation of Corporate Director**

- 56.1 A Director which is a corporation may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation which such person represents as that corporation could exercise if it were an

individual Director, and that Director shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.

- 56.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at Board meetings on behalf of a corporation which is a Director.

**57. Quorum at Board Meetings**

The quorum necessary for the transaction of business at a Board meeting shall be two Directors, provided that if there is only one Director for the time being in office the quorum shall be one.

**58. Board to Continue in the Event of Vacancy**

The Board may act notwithstanding any vacancy in its number but, if and so long as its number is reduced below the number fixed by these Bye-laws as the quorum necessary for the transaction of business at Board meetings, the continuing Directors or Director may act for the purpose of (i) summoning a general meeting; or (ii) preserving the assets of the Company.

**59. Chairman to Preside**

Unless otherwise agreed by a majority of the Directors attending, the chairman or the president of the Company, if there be one, shall act as chairman of the meeting at all Board meetings at which such person is present. In their absence a chairman of the meeting shall be appointed or elected by the Directors present at the meeting.

**60. Written Resolutions**

A resolution signed by (or in the case of a Director that is a corporation, on behalf of) all the Directors, which may be in counterparts, shall be as valid as if it had been passed at a Board meeting duly called and constituted, such resolution to be effective on the date on which the resolution is signed by (or in the case of a Director that is a corporation, on behalf of) the last Director. For the purposes of this Bye-law only, "the Directors" shall not include an Alternate Director.

**61. Validity of Prior Acts of the Board**

No regulation or alteration to these Bye-laws made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

## CORPORATE RECORDS

### 62. Minutes

The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Directors present at each Board meeting and of any committee appointed by the Board; and
- (c) of all resolutions and proceedings of general meetings of the Members, Board meetings, meetings of managers and meetings of committees appointed by the Board.

### 63. Place Where Corporate Records Kept

Minutes prepared in accordance with the Act and these Bye-laws shall be kept by the Secretary at the registered office of the Company.

### 64. Form and Use of Seal

- 64.1 The Company may adopt a seal in such form as the Board may determine. The Board may adopt one or more duplicate seals for use in or outside Bermuda.
- 64.2 A seal may, but need not, be affixed to any deed, instrument or document, and if the seal is to be affixed thereto, it shall be attested by the signature of (i) any Director, or (ii) any Officer, or (iii) the Secretary, or (iv) any person authorised by the Board for that purpose.
- 64.3 A Resident Representative may, but need not, affix the seal of the Company to certify the authenticity of any copies of documents.

## ACCOUNTS

### 65. Records of Account

- 65.1 The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:
  - (a) all amounts of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;
  - (b) all sales and purchases of goods by the Company; and
  - (c) all assets and liabilities of the Company.

65.2 Such records of account shall be kept at the registered office of the Company or, subject to the Act, at such other place as the Board thinks fit and shall be available for inspection by the Directors during normal business hours.

65.3 Such records of account shall be retained for a minimum period of five years from the date on which they are prepared.

**66. Financial Year End**

The financial year end of the Company may be determined by resolution of the Board and failing such resolution shall be 31st December in each year.

**AUDITS**

**67. Annual Audit**

Subject to any rights to waive laying of accounts or appointment of an Auditor pursuant to the Act, the accounts of the Company shall be audited at least once in every year.

**68. Appointment of Auditor**

68.1 Subject to the Act, the Members shall appoint an auditor to the Company to hold office for such term as the Members deem fit or until a successor is appointed.

68.2 The Auditor may be a Member but no Director, Officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor of the Company.

**69. Remuneration of Auditor**

69.1 The remuneration of an Auditor appointed by the Members shall be fixed by the Company in general meeting or in such manner as the Members may determine.

69.2 The remuneration of an Auditor appointed by the Board to fill a casual vacancy in accordance with these Bye-laws shall be fixed by the Board.

**70. Duties of Auditor**

70.1 The financial statements provided for by these Bye-laws shall be audited by the Auditor in accordance with generally accepted auditing standards. The Auditor shall make a written report thereon in accordance with generally accepted auditing standards.

70.2 The generally accepted auditing standards referred to in this Bye-law may be those of a country or jurisdiction other than Bermuda or such other generally accepted auditing standards as may be provided for in the Act. If so, the financial statements and the report of the Auditor shall identify the generally accepted auditing standards used.

**71. Access to Records**

The Auditor shall at all reasonable times have access to all books kept by the Company and to all accounts and vouchers relating thereto, and the Auditor may call on the Directors or Officers for any information in their possession relating to the books or affairs of the Company.

**72. Financial Statements and the Auditor's Report**

72.1 Subject to the following bye-law, the financial statements and/or the auditor's report as required by the Act shall

- (a) be laid before the Members at the annual general meeting; or
- (b) be received, accepted, adopted, approved or otherwise acknowledged by the Members by written resolution passed in accordance with these Bye-laws; or
- (c) in circumstances where the Company has elected to dispense with the holding of an annual general meeting, be made available to the Members in accordance with the Act in such manner as the Board shall determine.

72.2 If all Members and Directors shall agree, either in writing or at a meeting, that in respect of a particular interval no financial statements and/or auditor's report thereon need be made available to the Members, and/or that no auditor shall be appointed then there shall be no obligation on the Company to do so.

**73. Vacancy in the Office of Auditor**

The Board may fill any casual vacancy in the office of the auditor.

**VOLUNTARY WINDING-UP AND DISSOLUTION**

**74. Winding-Up**

If the Company shall be wound up the liquidator may, with the sanction of a resolution of the Members, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability.



## **CHANGES TO CONSTITUTION**

### **75. Changes to Bye-laws**

No Bye-law may be rescinded, altered or amended and no new Bye-law may be made save in accordance with the Act and until the same has been approved by a resolution of the Board and by a resolution of the Members.

### **76. Changes to the Memorandum of Association**

No alteration or amendment to the Memorandum of Association may be made save in accordance with the Act and until same has been approved by a resolution of the Board and by a resolution of the Members.

### **77. Discontinuance**

The Board may exercise all the powers of the Company to discontinue the Company to a jurisdiction outside Bermuda pursuant to the Act.



Companies House

**COMPANY NAME:** RENAISSANCERE SPECIALTY  
HOLDINGS (UK) LIMITED  
**COMPANY NUMBER:** FC032755

**A SECOND FILED OSIN01 WAS REGISTERED ON 01/07/2019.**