Private & Confidential

IN THE HIGH COURT OF JUSTICE

No.10290 of 2011

CHANCERY DIVISION

COMPANIES COURT

Registrar Baister

14 DEC 2011

IN THE MATTER OF QBE INTERNATIONAL HOLDINGS (UK) PLC

and

IN THE MATTER OF THE COMPANIES ACT 2006

ORDER

UPON THE PART 8 CLAIM FORM dated 24 November 2011 of QBE International Holdings (UK) PLC (the "**Company**") whose registered office is situated at Plantation Place, 30 Fenchurch Street, London, EC3M 3BD

AND UPON HEARING Counsel for the Company

AND UPON READING the Part 8 Claim Form and the evidence

IT IS ORDERED that the reduction of capital and the cancellation of share premium account of the Company resolved and effected by special resolutions dated 16 November 2011 be and the same are hereby confirmed in accordance with the provisions of the above-mentioned Act

AND THE statement of capital set out in the Schedule hereto (the **Statement of Capital**) be approved

AND IT IS ORDERED

1 that this Order be produced to the Registrar of Companies and that a copy be delivered to him together with a copy of the Statement of Capital, and

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COMPANIES HOUSE

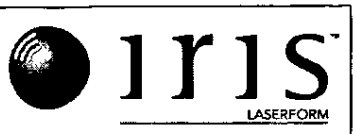
2 the notice of the registration of this Order and of the Statement of Capital by the Registrar of Companies be published once in "The Independent" newspaper within 21 days after such registration

Dated 14 December 2011

14 DEC 2011

In accordance with Section 644 & 649 of the Companies Act 2006

SH19
Statement of capital



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 as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

✗ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

For further information, please refer to our guidance at www companieshouse gov uk

1 Company details

Company number	2 6 4 1 7 2 8
Company name in full	QBE INTERNATIONAL HOLDINGS (UK) PLC

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also **Section 3** and **Section 4** if appropriate) should reflect the company's share capital as reduced by the resolution

2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section 2** and then go to **Section 5.**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
A Ordinary	£1 00	£0 00	330000000	£330,000,000 0
B Ordinary	£1 00	£0 00	1978572962	£1,978,572,962 00
		£0 00	0	£ 0 00
	£0 00		0	£ 0 00
		Totals	2308572962	£2,308,572,962 00

3 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by nominal value of each share

Continuation pages
Please use a Statement of Capital continuation page if necessary

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Statement of capital

Currency					
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
			Totals	

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by nominal value of each share

Continuation pages
Please use a Statement of Capital continuation page if necessary

4 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	2308572962
Total aggregate ❹ nominal value	£2,308,572,962 00

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately
For example £100 + €100 + $10 etc

5 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 2** and **Section 3.**

Class of share	A Ordinary
Prescribed particulars ❺	The shares have attached to them full voting, dividend and capital distribution (on a winding up) rights The shares are not redeemable
Class of share	B Ordinary
Prescribed particulars ❺	The shares have attached to them full voting, dividend and capital distribution (on a winding up) rights The shares are not redeemable

❺ **Prescribed particulars of rights attached to shares**
The particulars are
a particulars of any voting rights, including rights that arise only in certain circumstances,
b particulars of any rights, as respects dividends, to participate in a distribution,
c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Please use a Statement of capital continuation page if necessary

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Class of share	
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	

❶ **Prescribed particulars of rights attached to shares**

The particulars are

a particulars of any voting rights, including rights that arise only in certain circumstances,

b particulars of any rights, as respects dividends, to participate in a distribution,

c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Please use a Statement of capital continuation page if necessary

6 Signature

I am signing this form on behalf of the company

Signature	Signature X X

This form may be signed by
Director ❷, Secretary, Person authorised ❸, CIC manager

❷ **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006

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Statement of capital

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 Clive Weston

Company name Norton Rose LLP

Address 3 More London Riverside

Post town London

County/Region

Postcode S E 1 2 A Q

Country United Kingdom

DX

Telephone +44 (0)20 7444 3134

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

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Important information

Please note that all information on this form will appear on the public record.

How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

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

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in 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)

For companies registered in 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

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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ORDER

Norton Rose LLP
3 More London Riverside
London
SE1 2AQ

Tel. 020 7283 6000

Fax 020 7283 6500

Ref. MAR/LN50336

Solicitors for the Claimant