



FILE COPY

**CERTIFICATE OF REGISTRATION
OF ORDER OF COURT AND STATEMENT OF CAPITAL
ON
REDUCTION OF CAPITAL
AND CANCELLATION OF SHARE PREMIUM ACCOUNT**

Company No. 2641728

Whereas **QBE INTERNATIONAL HOLDINGS (UK) PLC.**

having by Special Resolution reduced its capital and cancelled its share premium account as confirmed by an Order of the High Court of Justice, Chancery Division

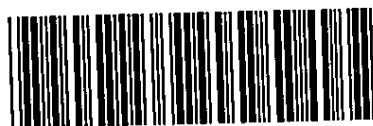
dated the **14th December 2011**

Now therefore The Registrar of Companies for England and Wales hereby certifies that the said Order and a Statement Of Capital approved by the Court were registered pursuant to section 649 of the Companies Act, 2006, on the **15th December 2011**

Given at Companies House the **15th December 2011**



THURSDAY



LD1 *L0071ZZ6* #325
15/12/2011
COMPANIES HOUSE



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES