



Written Resolution (for signature by Members)

No. 4464901

The Companies Act 2006

Private Company Limited by Shares

Written Resolutions
of
SR Delta Investments (UK) Limited
("the Company")

(Circulated on 18 December 2012 (the 'Circulation Date'))

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the resolutions below be passed as Special Resolutions of the Company

Special Resolutions relating to Reduction of Ordinary Share Capital

THAT, the directors of the Company having on 18 December 2012 made a solvency statement in accordance with Section 643 of the Companies Act 2006, the share capital of the Company be and is hereby reduced in accordance with Section 641 of the Companies Act 2006 as follows

- a the issued ordinary share capital of 5,000,000 ordinary shares of €1 each be reduced to 1 ordinary share of €1 by the cancellation of 4,999,999 ordinary shares of €1 each, and
- b the share premium account of the Company be reduced by €4,850,000 from €4,850,000 to €0 and cancelled

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above ('the Resolutions') and each ('a Resolution').

We, the undersigned, being all the members of the Company entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions and confirm that we have received a copy of the directors' solvency statement at or before the time we received the copy of the Resolutions as required by 642(2) of the Companies Act 2006

For and on behalf of **Swiss Re Specialised Investments Holdings (UK) Limited** (ordinary shareholder)

Drew Price

Date 18/12/2012

Sean Andrews

Date 18/12/2012

WEDNESDAY



L104DLEZ

LD1

19/12/2012

#22

COMPANIES HOUSE

Accompanying Notes to the Written Resolutions

(Circulated on 18 December 2012 (the 'Circulation Date'))

The Resolutions will lapse unless sufficient agreement has been received to pass the Resolutions within 28 days of the Circulation Date. You are strongly advised to signify your agreement prior to 15 days after the Circulation Date in order for the Resolutions to be effective for the purposes of the solvency statement regime under the Companies Act 2006. If you agree to the resolutions, please ensure that your agreement reaches us as soon as possible and in any event by that date.

The mechanics for signifying agreement to the Resolutions are set out below. If you do not agree to the Resolutions, you do not need to do anything, you will not be deemed to have agreed by failing to respond.

- 1 If you agree to the Resolutions, please sign and date the attached Written Resolution as indicated above and return it to the Company using one of the methods set out below. Receipt by the Company of the signed document signifies your agreement to the Resolutions.
 - By hand delivering the signed copy to the Company Secretary at the offices of the Company at 10th Floor, 30 St Mary Axe, London EC3A 8EP
 - By post returning the signed copy by post to the Company Secretary at the offices of the Company at 10th Floor, 30 St Mary Axe, London EC3A 8EP
- 2 Once you have signed your agreement to the Resolutions you may not revoke your agreement.
- 3 Every member has one vote in respect of each share they hold. The Resolutions, as special resolutions, will be passed if the Company receives from members representing not less than 75% of the total voting rights of members entitled to vote at the Circulation Date documents signifying their agreement to the Resolutions.
- 4 If you are signing this document on behalf of another person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.