

**THE DIRECTORS' COMPLIANCE STATEMENT AND TEXT OF SPECIAL RESOLUTION TO BE FILED AT  
COMPANIES HOUSE**

**INTER GROUP INSURANCE SERVICES LIMITED**

**(company number: 02762848)**

**(the "Company")**

**STATEMENT OF THE DIRECTORS FOR PURPOSES OF SECTION 644(5) COMPANIES ACT 2006**

**(dated 17 December 2018)**

This is a statement of the directors of the Company for the purposes of section 644(5) of the Companies Act 2006 (the "**Act**") and has been signed by all the directors of the Company.

In accordance with Chapter 2 of Part 13 Companies Act 2006, the following resolution was agreed to and duly passed on 17 December 2018 as a special resolution:

**THAT**, pursuant to section 641(1)(a) of the Act, the share capital of the Company be reduced from £6,020,201.00, divided into 6,020,000 A Ordinary Shares of £1.00 each and 201 B Ordinary Shares of £1.00 each (all of which are fully paid) (the **Ordinary Shares**), to £1.00 by cancelling and extinguishing all but one of the issued Ordinary Shares (that one outstanding share being an A Ordinary Share of £1.00) and the amount by which the share capital is so reduced, being £6,020,000.00, be credited to a reserve and, upon registration of the documents required by section 644 of the Act by the Registrar of Companies in England and Wales to effect the reduction, such reserve be used to offset accumulated realised losses of the Company and the balance then be treated as realised profit and made available for distribution to the sole holder of the Ordinary Shares, being Direct Line Insurance Group plc.

In accordance with section 644(5) of the Act, we, Roger Clifton, Helen O'Murchu and Humphrey Tomlinson, all being directors of the Company confirm as at the date hereof that:

- (a) the solvency statement made by the directors of the Company dated 17 December 2018 (a copy of which is attached to this statement) was made not more than 15 days before 17 December 2018, being the date on which the special resolution set out above was passed; and
- (b) in accordance with section 642(2) Companies Act 2006, a copy of the solvency statement was submitted to the sole member of the Company at or before the time at which the proposed special resolution set out above was submitted to it.



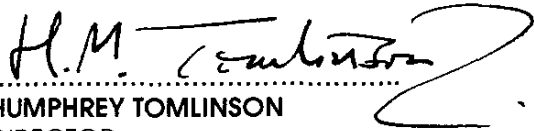
Signed by all of the directors of the Company as at the date of this statement.



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**ROGER CLIFTON**  
DIRECTOR



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**HELEN O'MURCHU**  
DIRECTOR



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**HUMPHREY TOMLINSON**  
DIRECTOR