

# Pro.

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**THE EAUA POOL, TAUS POOL, TRANSGLOBE RE POOL, E&A RE POOL,  
EAIC NON-POOL and CITY NON-POOL SCHEME OF ARRANGEMENT**

**CERTIFICATE OF COMPLETION**

**NIPPON INSURANCE COMPANY OF EUROPE LIMITED**

(the "SCHEME COMPANY")

To: Keith Howard

Nippon Insurance Company of Europe Limited

cc: Scheme Actuary:

KPMG

(Contact: Philip Tippin)

Scheme Adjudicator:

Colin Czapiewski

Scheme Legal Advisers:

UK: Clifford Chance

(Contact: David Steinberg)

USA: Allen and Overy

(Contact: Ken Coleman)

Date: 5<sup>th</sup> September 2013

**CERTIFICATE OF COMPLETION**

In relation to the Scheme of Arrangement made between Nippon Insurance Company of Europe Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "**Scheme**").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 5<sup>th</sup> September 2013 (the "**Completion Date**").

Yours faithfully

*Pro Insurance Solutions Limited*

PRO Insurance Solutions Limited (the Scheme Manager)

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