

**PROPOSAL TO TRANSFER THE REGISTERED OFFICE OF A SOCIETAS  
EUROPAEA  
("TRANSFER PROPOSAL")**

**Transfer of the registered office of XL Insurance Company SE from the United  
Kingdom to Ireland**

**WHEREAS:**

- (A) **XL Insurance Company SE**, a *societas europaea* registered in the United Kingdom with registered number SE000080 and having its registered office at 20 Gracechurch Street, London, EC3V 0BG, United Kingdom (the "**Company**") intends to transfer its registered office from the United Kingdom to Ireland pursuant to European Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (the "**SE Regulation**"); and
- (B) the Company has not been dissolved, has not been declared insolvent and has not been made the subject of any analogous procedure for the protection of creditors generally.

**THE COMPANY HEREBY APPROVES THE FOLLOWING TRANSFER  
PROPOSAL, ON 5 OCTOBER 2018:**

**1. TRANSFER OF REGISTERED OFFICE**

- 1.1 It is proposed that the Company shall transfer its registered office from the United Kingdom to Ireland pursuant to Article 8(1) of the SE Regulation.
- 1.2 The name of the Company is currently "**XL Insurance Company SE**" and the company is currently registered in the United Kingdom with registered number SE000080. The registered office of the Company is currently 20 Gracechurch Street, London, EC3V 0BG.
- 1.3 The Transfer Proposal will become effective from the date on which the Company is registered by the Irish Companies Registration Office (the "**Effective Date**") which is expected to be on or around 18 January 2019.
- 1.4 With effect from the Effective Date the proposed registered office of the Company shall be at 8, St Stephen's Green, Dublin 2, Ireland. The Company will continue to be named "**XL Insurance Company SE**".
- 1.5 To the extent permitted by law, from the Effective Date the Company is to be treated for accounting purposes as being registered in Ireland.

**2. PROPOSED STATUTES OF THE COMPANY**

The proposed statutes of the Company that shall apply with effect from the Effective Date are set out in Appendix 1 to this Transfer Proposal.

### 3. **IMPLICATIONS THE TRANSFER PROPOSAL MAY HAVE ON EMPLOYEES' INVOLVEMENT**

This Transfer Proposal will not have any effect on employees' involvement in the Company.

### 4. **PROPOSED TRANSFER TIMETABLE**

4.1 It is proposed that:

- (a) this Transfer Proposal shall be publicised in accordance with Article 8(2) and Article 13 of the SE Regulation on 16 October 2018;
- (b) the Company shall communicate the additional forms of publicity of this Transfer Proposal required under Regulation 56 of the European Public Limited-Liability Company Regulations 2004 (SI 2004/2326) (the "**UK SE Regulations**") in October 2018;
- (c) the general meeting of the Company shall approve this Transfer Proposal in accordance with Article 8(6) and Article 59 of the SE Regulation on or around 18 December 2018; and
- (d) the Effective Date of the Transfer Proposal shall be as set out in paragraph 1.3 above.

4.2 All dates are estimates based on current expectations and may be subject to change.

### 5. **RIGHTS PROVIDED FOR THE PROTECTION OF SHAREHOLDERS AND/OR CREDITORS**

5.1 The Company's shareholders and creditors shall be entitled, at least one month before the general meeting called to approve this Transfer Proposal, to examine at the Company's registered office (i) this Transfer Proposal and (ii) the explanatory report drawn up pursuant to Article 8(3) of the SE Regulation and, on request, to obtain copies of these documents free of charge.

5.2 All members of the administrative organ of the Company will make a statement of solvency in accordance with Regulation 72 of the UK SE Regulations.

5.3 Except as stated above, no special rights are provided for the protection of shareholders and/or creditors.

### 6. **APPROVAL OF THE SHAREHOLDER IN GENERAL MEETING**

This Transfer Proposal and the statutes of the Company proposed to be adopted with effect from the Effective Date are subject to approval by the shareholder of the Company in a general meeting.



P. R. BRADBROOK

Director for and on behalf of the  
Board of Directors of  
XL Insurance Company SE

Date

8/10/2018

**APPENDIX 1**  
**PROPOSED STATUTES OF THE COMPANY**