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XL Group plc  
8 St Stephen's Green  
Dublin 2, Ireland  
Attention: Mr Stephen Robb, Global Corporate Controller

2 April 2015

Dear Sirs

We hereby give our consent to the publication in the Scheme Document dated 2 April 2015 issued by Catlin Group Limited of the references to our name in the form and context in which they are included, as shown in the enclosed proof of the Scheme Document which we have signed for identification.

Yours faithfully

*Ernst & Young LLP*

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The principal sources of potential quantified synergies are:

- approximately 50 per cent. of the identified synergies are to be generated from consolidation of infrastructure related to technology, real estate and operational overlap; and
- approximately 50 per cent. of the identified synergies are to be generated from the consolidation of business and central support functions.

In addition to these potential quantified synergies, XL believes that significant further value can be created through realisation of incremental capital, financial and business benefits, including:

- enhanced scale, creating enhanced relevance to brokers;
- greater ability to deliver solutions to clients globally in specialty lines and in property catastrophe reinsurance; and
- enhanced opportunities to gain efficiencies from greater size, particularly to meet increasing costs and requirements from regulators.

The integration of the businesses will require combining the Catlin businesses and group functions into XL, with selection of the optimal platforms and operating model.

XL envisages that the realisation of the potential quantified synergies will result in one-off integration costs of approximately US\$250 million (in aggregate), which are all anticipated to be incurred by the end of 2017.

As has been the case in prior transactions which combined insurance or reinsurance companies, XL expects to face some challenges in retaining the total amount of combined premiums written. Given the inherent uncertainty of the factors which may influence this, XL is unable to provide an estimate of the possible material impact the combination could have in this regard. XL intends to take steps to minimise any such effects.

The identified synergies will accrue as a direct result of successful completion of the Offer and would not be achieved on a standalone basis.

The above statements as to XL's expectations of the estimated cost savings, synergies and value enhancements expected to arise from successful completion of the Offer, as well as XL's bases of belief, were included in the Announcement, and the XL Officers confirm that they remain valid. Each of Ernst & Young, and XL's financial advisers, Morgan Stanley & Co. International plc and Goldman Sachs International, confirms that their respective reports produced in connection with these statements, which were annexed to the Announcement, continue to apply.

## **5. Background to and reasons for Catlin recommending the Offer**

Catlin is a highly regarded, specialty insurance and reinsurance business, with a strong presence at Lloyd's and a broader underwriting platform that is supported by a diverse international network of offices and underpinned by excellent people and culture. Disciplined underwriting combined with geographic and product diversification has been at the core of Catlin's strategy. Since the Catlin Group was established in 1984, it has sought to underwrite for profit, with good top-line growth in premiums driving attractive growth in the bottom-line. Outside London, Catlin has five underwriting hubs, which have demonstrated meaningful growth in terms of both premium volume and net underwriting contribution over recent years. Catlin continues to see profitable growth opportunities outside London, and its decade-long investment in a global infrastructure will allow it to pursue these opportunities as they arise.

Despite the progress Catlin has made as a standalone company, the outlook for the insurance and reinsurance markets is becoming increasingly challenging. While the Catlin Board believes that Catlin is well positioned to succeed as an independent business, it recognises that further economies of scale, increased diversification (in terms of business mix) and improved standing with insurance intermediaries will be critical factors for the development of the industry in future years.

The proposed combination with XL builds on each business's core strengths, creating one of the largest global specialty insurance players with an improved client proposition. This combination is expected to enable the two businesses to deliver sustainable and more attractive returns to shareholders against this changing industry backdrop.

The Catlin Board has considered the terms of the Offer in relation to the value and prospects and the potential medium-term standalone value of Catlin. In particular, the Catlin Board considered the following factors:

XL Group plc  
8 St Stephen's Green  
Dublin 2, Ireland

2 April 2015

Morgan Stanley & Co, International plc  
25 Cabot Square  
Canary Wharf  
London  
E14 4QA

Goldman Sachs International  
Peterborough Court  
133 Fleet Street  
London  
EC4A 2BB

Dear Sirs

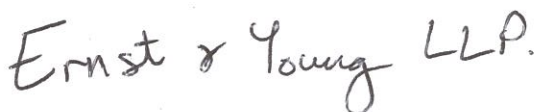
We write in connection with the statement regarding quantified financial benefits (the "Statement") made by XL Group plc ("the Company"), set out in Appendix IV to the announcement dated 9 January 2015 (the "Announcement") relating to the offer made by way of a scheme of arrangement by the Company to the shareholders of Catlin Group Limited ("the Offer") and the statement (the "Confirmation") by the Officers of the Company in the scheme of arrangement document (the "Scheme Document") dated 2 April 2015 made in compliance with rule 27.2(d) of City Code on Takeover and Mergers of the Takeover Panel (the "City Code") confirming that the Statement remains valid for the purpose of the Offer.

The Directors of Company are solely responsible for the Statement and the Confirmation.

For the purposes of rule 27.2(d)(ii) of the City Code we confirm that our report dated 9 January 2015 which, together with the Statement, was included in Appendix IV to the Announcement, continues to apply at the date of this letter.

This letter is prepared for the purpose set out in our engagement agreement dated 6 January 2015 and may only be used and disclosed, quoted or referred to on the basis set out therein. This letter may be referred to in the Scheme Document dated 2 April 2015 for the purpose of complying with the City Code.

Yours faithfully



Ernst & Young LLP