



XL Group plc
8 St. Stephen's Green
Dublin 2

1 April 2015

Dear Sirs

XL Group plc (the “Company”)

We hereby consent to the inclusion in the prospectus, to be dated 1 April 2015 and published by the Company, of our report concerning the *pro forma* financial information, in the form and context in which it is included, as shown on the enclosed proof of the prospectus which we have signed for identification and being put on public display in accordance with item 24 of Annex I to the PD Regulation.

Our consent is required in connection with item 23.1 of Annex I to the PD Regulation consenting to the inclusion in the Prospectus of our report concerning the *pro forma* financial information, in the form and context in which they are included and is given for the purpose of complying with that provision and for no other purpose.

We also authorise the contents of our report for the purposes of section 45(1)(a) of the Investment Funds, Companies and Miscellaneous Provisions Act 2005 and paragraph 2(2)(f) of Schedule 1 of the Prospectus (Directive 2003/71/EC) Regulations 2005.

A written consent under Prospectus (Directive 2003/71/EC) Regulations 2005 is different from a consent filed with the SEC under section 7 of the U.S. Exchange Act of 1934 (as amended) and accordingly this is not a consent under section 7 of the U.S. Exchange Act of 1934 (as amended).

Yours faithfully

PricewaterhouseCoopers
Chartered Accountants

Rónán Murphy Olwyn Alexander Brian Bergin Alan Bigley Sean Brodie Paraic Burke Damian Byrne Pat Candon Mark Carter John Casey Mary Cleary Marie Coady Siobhán Collier Tom Corbett Andrew Craig Thérèse Cregg Garrett Cronin Richard Day Fiona de Búrca Gearóid Deegan Jean Delaney Liam Diamond John Dillon Ronan Doyle John Dunne Kevin Egan Enda Faughnan John Fay Martin Freyne Ronan Furlong Denis Harrington Teresa Harrington Alisa Hayden Paul Hennessy Mary Honohan Gareth Hynes Ken Johnson Patricia Johnston Paraic Joyce Andrea Kelly Ciarán Kelly Colm Kelly Joanne P. Kelly John M. Kelly Susan Kilty Anita Kissane Chand Kohli John Loughlin Vincent MacMahon Ronan MacNioclais Pat Mahon Teresa McColgan Dervla McCormack Enda McDonagh Declan McDonald Caroline McDonnell Jim McDonnell John McDonnell David McGee Ivan McLoughlin James McNally Declan Murphy Brian Neilan Damian Neylin Andy O'Callaghan Ann O'Connell Jonathan O'Connell Carmel O'Connor Denis O'Connor Marie O'Connor Paul O'Connor Terry O'Driscoll Mary O'Hara Irene O'Keeffe John O'Leary Ger O'Mahoney Dave O'Malley Garvan O'Neill Tim O'Rahilly Billy O'Riordan Feargal O'Rourke Pádraig Osborne Ken Owens George Reddin Anthony Reidy Dermot Reilly Gavan Ryle Emma Scott Mike Sullivan Billy Sweetman Yvonne Thompson Paul Tuite David Tynan Joe Tynan Pat Wall Aidan Walsh Tony Weldon

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PricewaterhouseCoopers is authorised by the Institute of Chartered Accountants in Ireland to carry on investment business.