



Approval to hold a stake in a financial sector company of more than 15%

Financial Sector (Shareholdings) Act 1998

SINCE

- A. Aspen Insurance Holdings Limited (Registration No. 32164, Bermuda) and the person(s) named in the attached Schedule (the applicants) have applied to the Treasurer under section 13 of the *Financial Sector (Shareholdings) Act 1998* (the Act), for approval to hold a stake of more than 15% in each of the companies listed in the attached Schedule (the Companies), financial sector companies under the Act; and
- B. I am satisfied that it is in the national interest to approve the applicants holding a stake in each of the Companies of more than 15%,

I, Nigel Phillip John Boik, a delegate of the Treasurer, under subsection 14(1) of the Act, APPROVE the applicants holding a stake in each of the Companies of 100 %.

This Approval commences on the date that Aspen Fenchurch Limited (Company No. 9172494) acquires a 100% stake in Aspen Insurance UK Limited (ABN 33 128 637 650) and remains in force indefinitely.

Dated: 18 November 2014

[Signed]

Nigel Phillip John Boik
General Manager
Specialised Institutions Division

In this Notice:

financial sector company has the meaning given in section 3 of the Act.

stake in relation to a company, has the meaning given in clause 10 of Schedule 1 to the Act.

unacceptable shareholding situation has the meaning given in section 10 of the Act.

Note 1 Under paragraph 16(2)(a) of the Act, the Treasurer may, by written notice given to a person who holds an Approval under section 14, impose one or more conditions or further conditions to which the Approval is subject. Under paragraph 16(2)(b) of the Act, the Treasurer may revoke or vary any condition imposed under paragraph 16(2)(a) of the Act or specified in the Notice of Approval. The Treasurer's power under subsection 16(2) of the Act may be exercised on the Treasurer's own initiative or on application made to the Treasurer in accordance with the requirements of subsection 16(4) of the Act, by the person who holds the Approval (see subsection 16(3) of the Act).

Note 2 A person who holds an Approval under section 14 may apply to the Treasurer under section 17(1) of the Act, to vary the percentage specified in the Approval.

Note 3 Under subsection 17(6) of the Act, the Treasurer may, on the Treasurer's own initiative, by written notice given to a person who holds an Approval under section 14, vary the percentage specified in the Approval if the Treasurer is satisfied that it is in the national interest to do so.

Note 4 The circumstances in which the Treasurer may revoke a person's Approval under section 14 are set out in subsection 18(1) of the Act.

Note 5 Section 19 of the Act provides for flow-on approvals. If an Approval has been granted for the holding of a stake in a financial sector company and the financial sector company is a holding company for an authorised deposit-taking institution or an authorised insurance company, then an approval is taken to exist for the holding of a stake of equal value in each financial sector company that is a 100% subsidiary of the holding company.

Note 6 Under section 14 of the Act, the Treasurer must give written notice of this Approval to the applicant and financial sector company concerned, and must publish a copy of this Notice in the *Gazette*.

Note 7 Under section 11 of the Act, a person or 2 or more persons under an arrangement are guilty of an offence if the person(s) acquires shares in a company and the acquisition has the result, in relation to a financial sector company, that:

- (i) an unacceptable shareholding situation comes into existence; or
- (ii) if an unacceptable shareholding situation already exists in relation to the company and in relation to a person – there is an increase in the stake held by the person in the company;

and the person(s) was reckless as to whether the acquisition would have that result. A maximum penalty of 400 penalty units applies or by virtue of subsection 4B(3) of the *Crimes Act 1914*, in the case of a body corporate, a penalty not exceeding 2,000 penalty units. By virtue of section 39 of the Act, an offence against section 11 is an indictable offence.

Schedule - the person(s) who applied for approval

- Aspen Bermuda Limited (Registration No. 32866, Bermuda)
- Acorn Limited (Registration No. 43206, Bermuda)
- Aspen (UK) Holdings Limited (Company No. 4785892, UK)
- Aspen Managing Agency Limited (Company No. 5343237, UK)
- Silverton Re Ltd. (Registration No. 48140, Bermuda)
- Aspen (US) Holdings Limited (Company No. 8126682, UK)
- Aspen Capital Advisors Inc. (Registration No. 5343342, Delaware, US)
- Aspen Capital Management, Ltd (Registration No. 47745, Bermuda)
- Peregrine Reinsurance Ltd (Registration No. 47746, Bermuda)
- Aspen Cat Fund Limited (Registration No. 47880, Bermuda)
- Aspen Insurance UK Limited (ABN 33 128 637 650)
- Aspen Underwriting Limited (Company No. 6459518, UK)
- Aspen Risk Management Limited (Company No. 7283798, UK)
- Aspen Insurance UK Services Limited (Company No. 4270446, UK)
- AIUK Trustees Limited (Company No. 5343237, UK)
- APJ Continuation Limited (Company No. 5319265, UK)
- APJ Asset Protection Jersey Limited (Registration No. 81219, Jersey)
- Aspen UK Syndicate Services Limited (Company No. 05313771, UK)
- Aspen Recoveries Limited (Company No. 8228285, UK)
- Aspen U.S. Holdings, Inc. (Registration No. 3665207, Delaware, US)
- Aspen Insurance U.S. Services Inc. (Registration No. 3663029, Delaware, US)
- Aspen Specialty Insurance Solutions LLC (Registration No. 200715810092, California, US)
- Aspen Specialty Insurance Company (NAIC No. 10717, North Dakota, US)
- Aspen Specialty Insurance Management, Inc. (Registration No. 030528326, Massachusetts, US)
- Aspen Re America, Inc. (Registration No. 3727194, Delaware, US)
- Aspen Re America CA LLC (Registration No. 200714110089, California, US)
- Aspen Re America Risk Solutions LLC (Registration No. 0961774, Connecticut, US)
- Aspen American Insurance Company (NAIC No. 43460, Texas, US)
- Aspen Fenchurch Limited (Company No. 9172494, UK)

Schedule - the financial sector companies

- Aspen Fenchurch Limited (Company No. 9172494, UK)
- Aspen Insurance UK Limited (ABN 33 128 637 650)