

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name XL Group plc		2 Issuer's employer identification number (EIN) 98-0665416	
3 Name of contact for additional information Investor Relations	4 Telephone No. of contact 203-954-3470	5 Email address of contact investorinfo@xlgroup.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact XL House, 8 St. Stephen's Green		7 City, town, or post office, state, and Zip code of contact Dublin, Ireland	
8 Date of action May 1, 2015	9 Classification and description Merger: Common stock and cash issued in exchange for common stock of Catlin Group Ltd.		
10 CUSIP number G98290102	11 Serial number(s)	12 Ticker symbol XL	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On May 1, 2015, pursuant to the terms and conditions of the Implementation Agreement entered into on January 9, 2015, by and among XL Group plc ("XL"), Catlin Group Ltd. ("Catlin") and Green Holdings Ltd. ("Green Holdings") (a disregarded subsidiary of XL), XL acquired all of the outstanding shares of Catlin. Shareholders of Catlin cancelled their Catlin shares, which Catlin then reissued to XL, and Catlin's shareholders received a combination of XL shares and cash (the series of transactions described in this sentence and the previous sentence, "Step 1"). Immediately following XL's acquisition of the Catlin shares, also on May 1, 2015, Catlin merged with and into Green Holdings, with Green Holdings surviving (the transaction described in this sentence, "Step 2," and together with Step 1, the "Merger"). As a result of the Merger, Catlin shareholders received some combination of cash and/or XL shares.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The Merger qualifies as a tax-free reorganization under section 368(a) of the Internal Revenue Code of 1986. As a result, a U.S. taxpayer who exchanged Catlin shares for XL shares and cash as part of the Merger would have a basis in the XL shares received in the merger that is equal to the taxpayer's basis in the Catlin shares exchanged in the Merger, decreased by the amount of cash consideration received in the Merger and increased by the amount of gain such taxpayer was required to recognize in the Merger. Each Catlin shareholder must recognize gain - but not loss - equal to the lesser of (1) the amount of cash received in the Merger, or (2) the amount, if any, by which the sum of the cash received plus the fair market value of the XL shares received in the Merger (measured at the time of the Merger) exceeds the shareholder's basis in the Catlin shares surrendered in the Merger. Gain must be calculated separately for each identifiable block of Catlin shares (i.e., shares acquired at the same time and place) surrendered in the merger.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The calculation of the change in basis is described in the previous question. The fair market value of a single share of XL stock at the close of the market on the day preceding the close of the Merger was \$37.08.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The U.S. federal income tax consequences to Catlin shareholders participating in the Merger is determined under Internal Revenue Code sections 368(a), 354, 356, 358, and 367.

18 Can any resulting loss be recognized? ▶ No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ For shareholders reporting taxable income on a calendar year basis, the reportable tax year is 2015. For shareholders reporting taxable income on an annual basis other than the calendar year, the reportable tax year is the year that includes May 1, 2015.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶ [Signature] Date ▶ 10/6/15

Print your name ▶ MERVYN SKIET Title ▶ HEAD OF TAX

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	