**Signature of Reporting Person**                  Date
H. Matthew Crusey, Attorney-in-Fact for Andre Keller  09/14/2018

**Signature of Reporting Person**                  Date
09/14/2018

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1. **Title of Security** (Instr. 3)
2. **Transaction Date (Month/Day/Year)**
3. **Amount (A) or (D)**
4. **Price**

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Shares</td>
<td>09/12/2018</td>
<td>D</td>
<td>1,887</td>
<td>$57.6</td>
</tr>
</tbody>
</table>

2. **Deemed Execution Date, If any (Month/Day/Year)***
3. **Transaction Code (Instr. 8)***
4. **Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)***
5. **Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)***
6. **Number of Securities Underlying Derivative Security (Instr. 3 and 4)***
7. **Price of Derivative Security (Instr. 5)***
8. **Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)***
9. **Nature of Indirect Beneficial Ownership (Instr. 4)***

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
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<td>1,887</td>
<td>$57.6</td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
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</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Disposed of following the completion of the merger (the “Merger”) described in the Agreement and Plan of Merger, dated as of March 5, 2018, by and among AXA SA, Camelot Holdings Ltd. and the Issuer. At the effective time of the Merger, each issued and outstanding common share of XL Group Ltd was automatically cancelled and converted into the right to receive $57.60 in cash (the “Merger Consideration”).

2. Includes all common shares held directly by the Reporting Person immediately prior to the Merger and which were automatically cancelled and converted into the right to receive the Merger Consideration.

3. Each restricted stock unit represents a contingent right to receive one common share.

4. At the effective time of the Merger, each restricted stock unit granted by XL Group Ltd outstanding immediately prior to the effective time of the Merger (whether or not vested) vested in full, was automatically cancelled and converted into the right to receive the Merger Consideration.

5. At the time of grant, restricted stock units granted on February 28, 2017 were scheduled to vest in three equal annual installments on each anniversary of the grant date (February 28, 2018, 2019 and 2020).

6. The dividend equivalent rights accrued when and as dividends were paid on common shares. Each dividend equivalent right is the economic equivalent of one common share.

7. At the effective time of the Merger, each dividend equivalent right accrued and outstanding prior to the effective time of the Merger (whether or not vested) vested in full, was automatically cancelled and converted into the right to receive the Merger Consideration.

8. At the time of grant, restricted stock units granted on February 28, 2018 were scheduled to vest in three equal annual installments on each anniversary of the grant date (February 28, 2019, 2020 and 2021).

**Remarks:**
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.