

COMPANY NUMBER: 00070234

**WRITTEN RESOLUTIONS OF THE MEMBERS OF
HISCOX INSURANCE COMPANY LIMITED
(THE "COMPANY")**

Circulation Date: 23 May 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, being the sole member of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at a general meeting at which we were present, pass the following resolution in writing as a special resolution ("Resolution").

SPECIAL RESOLUTION

1. THAT the Articles of Association of the Company be amended by inserting a new Article 53 as follows:

"53. LENDER PROVISIONS

Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares and may not suspend registration of such shares where such transfer:

- a. is to a bank or institution to whom such shares have been charged by way of security, whether as security trustee or agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"); or
- b. is duly executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.

A certificate by any official of a Secured Institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact. "

AGREEMENT

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

Signed: B O Masojed

Name: Hiscox Insurance Holdings Limited

Date: 23 May 2018

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THURSDAY



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COMPANIES HOUSE

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by e-mail to marc.wetherhill@hiscox.bm.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.