

Company number 638918

RESOLUTIONS

OF

SUN ALLIANCE AND LONDON INSURANCE PLC (the "Company")

Passed on 15 December 2017

At a GENERAL MEETING of the Company duly convened and held at 9 O'Sa on 15 December 2017 at 20 Fenchurch Street, London EC3M 3AUm the following resolutions were duly passed. Resolutions 1 and 2 were passed a special resolutions and Resolutions 3 and 4 were passed as ordinary resolutions.

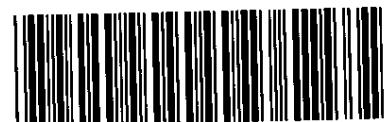
1. That the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Sun Alliance and London Insurance Limited.
2. The regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairperson be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
3. That, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual potential conflict for the purposes of section 165 of the Companies Act 2006.
4. That, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert an security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

Certified as a true copy



For and on behalf of Roysun Limited  
Secretary

MONDAY



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