

**AGF INSURANCE LIMITED (the Company)**

Registered in England & Wales – No. 00661294

**STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF SECTION 644(5) COMPANIES ACT  
2006 (CA 2006)**

Dated 29 May 2023


In accordance with Chapter 2 of Part 13 CA 2006, the following resolution was agreed to and duly passed on 29 May 2023 as a special resolution:

1. **THAT** the issued share capital of the Company be reduced from £22,132,220, divided into 22,132,220 ordinary shares of £1 each (all of which are fully paid) to 1 ordinary share of £1.00 (which is fully paid) by cancelling and extinguishing 22,132,219 ordinary shares of £1.00 each and £1,308,385 of the amount by which the share capital is so reduced be credited to the profit and loss account of the Company and £20,823,834 of the amount by which the share capital is so reduced be repaid to the Company's sole member.

In accordance with section 644(5) CA 2006, we, being all of the Directors of the Company as at the date hereof, confirm that:

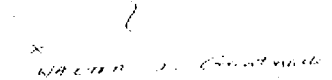
- (a) the solvency statement made by the Directors of the Company dated 29 May 2023 (the **Solvency Statement**) (a copy of which is attached to this statement) was made not more than 15 days before the date on which the special resolution set out above was passed; and
- (b) in accordance with section 642(2) CA 2006, a copy of the Solvency Statement was sent or submitted to every eligible member of the Company at or before the time at which the proposed special resolution set out above was sent or submitted to them.

Signed by all of the Directors of the Company as at the date of this statement.



22 May, 2023 4:14:25 PM GMT+1

Andrew Bernard Diaz-Matos



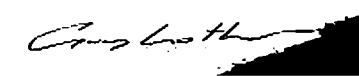
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Walter Joseph Gontarek



23 May, 2023 8:16:11 AM GMT+1

Gregg Daniel Jarvis



24 May, 2023 8:37:33 AM GMT+1

Guy Lether



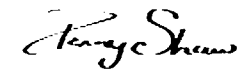
23 May, 2023 10:06:25 AM GMT+1

Anthony Denzil Mason



23 May, 2023 9:25:26 AM GMT+1

Graeme John McAndrew



24 May, 2023 8:48:06 AM GMT+1

Penelope Shaw

**Appendix**  
**Solvency Statement**