

CB01

Notice of a cross border merger involving a UK registered company



Companies House

☒ What this form is for
You may use this form
to give notice of a cross border
merger between two or more
limited companies (including a
UK registered company).

☐ What this form is NOT for
You cannot use this form
to give notice of a cross border
merger between companies of
European Economic Area

FRIDAY



LD3 *L7EI4K88* #54
14/09/2018
COMPANIES HOUSE

Part 1 Company details

Company number of
UK merging company 0 1 3 7 8 8 5 3

Company name in
full of UK merging
company QBE Re (Europe) Limited

→ Filling in this form
Please complete in typescript, or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

Part 2 Merging companies

Please use Section A1 and Section B1 to fill in the details for each merging
company (including UK companies). Please use a CB01 continuation page to
enter the details of additional merging companies.

A1 Merging company details *

Full company name QBE Re (Europe) Limited

Registered number 0 1 3 7 8 8 5 3
Please enter the registered office address.

Building name/number Plantation Place

Street 30 Fenchurch Street

Post town London

County/Region London

Postcode E C 3 M 3 B D

Country United Kingdom

Legal form
and law Private Limited Company
English law

Member state and
registry

① Merging Company details
Please use Section B1 to enter
the details of the second merging
company.

② Registered number
Please give the registered number
as it appears in the member
state registry.

③ Legal entity and governing law
Please enter the legal form and law
which applies to the company.

④ Member state and registry
For non-UK companies, please enter
the name of the member state and
the name and address of the registry
where documents are kept.

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Notice of a cross border merger involving a UK registered company

B1**Merging company details^①**

Full company name	QBE Europe SA/NV
Registered number ^②	0 6 9 0 5 3 7 4 5 6
	Please enter the registered office address.
Building name/number	37
Street	Boulevard du Régent
Post town	Brussels
County/Region	Brussels
Postcode	B E 1 0 0 0
Country	Belgium
Legal form and law ^③	Société Anonyme/Naamloze Vennootschap (Public Limited Company) Belgian law
Member state and registry ^④	Belgium, Crossroads Bank for Enterprises, Northgate II, Boulevard du Roi Albert II, 16, 1000 Brussels

① Merging Company details
Please use a CB01 continuation page to enter the details of additional merging companies.

② Registered number
Please give the registered number as it appears in the member state registry.

③ Legal entity and governing law
Please enter the legal form and law which applies to the company.

④ Member state and registry
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

Part 3**Details of meetings^⑤**

If applicable, please enter the date, time and place of every meeting summoned under regulation 11 (power of court to summon meeting of members or creditors).

Details of meeting

Date	d ₂ d ₇ m ₁ m ₁ y ₂ y ₀ y ₁ y ₈
Time	10.00am
Place	Plantation Place, 30 Fenchurch Street, London EC3M 3BD

Details of meeting

Date	d d m m y y y y
Time	
Place	

Details of meeting

Date	d d m m y y y y
Time	
Place	

Details of meeting

Date	d d m m y y y y
Time	
Place	

⑤ Details of meetings
For additional meetings held under regulation 11, please use a CB01 continuation page.

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Part 4 Terms of merger and court orders

C1

Terms of merger

You must either:

- enclose a copy of the draft terms of merger;
- or,
- give details (below) of a website on which the draft terms are available. **1**

Website address

1 Draft terms of merger on a website

In order to be able to give notice of draft terms of merger on a website, the following conditions must be met:

- the website is maintained by or on behalf of the UK merging company;
- The website identifies the UK merging company;
- no fee is required to access the draft terms of merger;
- the draft terms of merger remain available on the website throughout the period beginning one month before and ending on the date of the first meeting of members.

C2

Court orders

If applicable, you must enclose a copy of any court order made where the court has summoned a meeting of members or creditors.

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Part 5 Signature

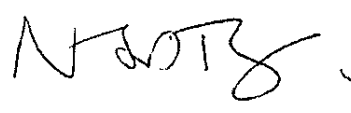
D1

Signature

I am signing this form on behalf of the UK merging company.

Signature

Signature

X  X
NIGEL TERRY

This form may be signed by a director of the UK merging company on behalf of the Board.

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Notice of a cross border merger involving a UK registered company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Clive Weston
Company name	Norton Rose Fulbright LLP
Address	3 More London Riverside
Post town	London
Country/Region	
Postcode	S E 1 2 A Q
Country	United Kingdom
DX	
Telephone	+44 7283 6000

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number of the UK merging company match the information held on the public Register.
- ☐ You have completed the details of each merging company in Part 2.
- ☐ You have completed Part 3.
- ☐ You have completed Part 4 (if applicable).
- ☐ You have enclosed the relevant documents.
- ☐ You have signed the form in Part 5.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

IN THE HIGH COURT OF JUSTICE

BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES

COMPANIES COURT (ChD)

Friday the 7th day of September 2018

Deputy Insolvency and Companies Court Judge Mullen



**IN THE MATTER OF
QBE RE (EUROPE) LIMITED**

and

**IN THE MATTER OF
THE COMPANIES (CROSS-BORDER MERGERS) REGULATIONS 2007**

ORDER

UPON THE APPLICATION by Claim Form dated 30 August 2018 of the above-named QBE Re (Europe) Limited (the **Company**) whose registered office is at Plantation Place, 30 Fenchurch Street, London, EC3M 3BD, United Kingdom

AND UPON HEARING Andrew Thornton, Counsel for the Company

AND UPON READING the said Claim Form and the evidence

IT IS ORDERED that the Company do have permission to convene a meeting of its sole shareholder for the purpose of considering and if thought fit approving the draft terms of the proposed cross-border merger of the Company and QBE Europe SA/NV, such meeting to be convened in accordance with the articles of association of the Company save where otherwise agreed between the Company and its sole shareholder and subject always to the provisions of the above-mentioned Regulations

for a date to be fixed
AND IT IS ORDERED that the hearing of this matter be adjourned until ~~19 December 2018~~

Dated the 7th day of September 2018

CR-2018-005811

IN THE HIGH COURT OF JUSTICE

**BUSINESS AND PROPERTY COURTS OF ENGLAND
AND WALES**

COMPANIES COURT (ChD)

Dated this 7th day of September 2018

IN THE MATTER OF

QBE RE (EUROPE) LIMITED

and

IN THE MATTER OF

**THE COMPANIES (CROSS-BORDER MERGERS)
REGULATIONS 2007**

ORDER

Norton Rose Fulbright LLP
3 More London Riverside
London SE1 2AQ

Tel: 020 7283 6000
Fax: 020 7283 6500

Solicitors for the Applicant
Ref: RAXH/1000019123

THIS DOCUMENT COMPRISES THE COMMON DRAFT TERMS OF A PROPOSED CROSS-BORDER MERGER BETWEEN QBE RE (EUROPE) LIMITED AND QBE EUROPE SA/NV FOR THE PURPOSES OF REGULATION 7 OF THE COMPANIES (CROSS-BORDER MERGERS) REGULATIONS 2007 AND ARTICLE 772/6 OF THE BELGIAN COMPANIES CODE

QBE RE (EUROPE) LIMITED

and

QBE EUROPE SA/NV

DRAFT TERMS OF A PROPOSED CROSS-BORDER MERGER

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1 Definitions

1.1 The following definitions apply throughout this document unless the context requires otherwise:

Accounting Date	1 January 2019
Articles	the articles of association of QBE Europe
Belgian CBA No. 94	the collective bargaining agreement No. 94 of 29 April 2008 concerning employee participation in companies resulting from cross-border merged companies
Belgian Companies Code	the Belgian companies code (including Title Vbis of Book XI)
Belgian Court	the Court of Commerce of Brussels
Belgian Regulations	the Belgian Companies Code and the Belgian CBA No. 94
Business	the business, including all assets and liabilities, of QBE Re
Codification Directive	Chapter II of Title II of Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law (codification)
Conditions	the conditions which must be satisfied in order for the Merger to become effective, as more particularly described in paragraphs 3.7 to 3.14
Consideration	has the meaning given to that expression in paragraph 3.3
Cross-Border Merger Directive	Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies
Directors' Explanatory Report	the report prepared by the directors of each of QBE Re and QBE Europe intended for the shareholder(s) of each such Merging Company explaining the legal and economic aspects of the Merger and explaining the implications of the Merger for the shareholder(s),

	creditors and employees of each such Merging Company, as provided for by Regulation 8 of the UK Regulations and Article 772/8 of the Belgian Companies Code
EEA	European Economic Area
EEA State	has the meaning given to that expression in paragraph 8, Part 1 of Schedule 3 to the UK Act
Effective Date	the date specified in the Notary Certificate as the date on which the consequences of the Merger, as set out in Regulation 17(1) of the UK Regulations and Article 772/14 of the Belgian Companies Code are to have effect
English Court	the High Court of Justice of England and Wales
Merger	the proposed cross-border merger between the Merging Companies, under the relevant provisions of the UK Regulations and the Belgian Regulations, pursuant to which QBE Re shall, as the transferor company, transfer its assets and liabilities to QBE Europe, as the transferee company, and be dissolved without going into liquidation
Merging Companies	QBE Re and QBE Europe
NBE	the National Bank of Belgium
Normal Business Hours	any time between 9.00 am and 5.00 pm on any day other than a Saturday, Sunday or public holiday in the UK or Belgium (as the context requires)
Notary Certificate	the certificate issued by a Belgian civil law notary confirming completion of the Merger and the Effective Date in accordance with Article 772/14 of the Belgian Companies Code
Order	an order made by the English Court pursuant to section 111 of the UK Act sanctioning an insurance business transfer scheme and any order (including any subsequent order) in relation to an insurance business transfer scheme made by the English Court pursuant to section 112 of the UK Act

Part VII Transfer	the insurance business transfer scheme made pursuant to Part VII of the UK Act for the transfer from QBE Re of the Policies (together with all connected assets, contracts, property, rights and liabilities agreed between QBE Re and QBE Europe as transferring) to QBE Europe to be sanctioned by the English Court pursuant to an Order
Policies	any and all policies (as defined in the UK Policyholder Order), written by or on behalf of QBE Re, including through its branches in Belgium, Bermuda and Ireland
QBE EO Group	QBE EO plc and its subsidiaries
QBE EO plc	QBE European Operations plc, a company incorporated in England and Wales, with company registration number 02641728 and whose registered office is at Plantation Place, 30 Fenchurch Street, London EC3M 3BD
QBE Europe	QBE Europe SA/NV, a company incorporated in Belgium, with company registration number 0690537456 and whose registered office is at Boulevard du Régent 37, BE 1000, Brussels, the transferee company
QBE Europe Meeting	the extraordinary meeting of the QBE Europe Shareholders, which will be convened for on or about 26 November 2018 at which a resolution will be proposed to approve the Merger
QBE Europe Ordinary Shares	4,061,500 ordinary shares without nominal value, with an issue price of €1 each, comprising the entire issued share capital of QBE Europe as at the date of this document
QBE Europe Shareholders	QBE Holdings EO and QBE EO plc, the holders of the QBE Europe Ordinary Shares
QBE Holdings EO	QBE Holdings (EO) Limited, a company incorporated in England and Wales, with company registration number 06719948 and whose registered office is at Plantation Place, 30 Fenchurch Street, London EC3M 3BD
QBE Re	QBE Re (Europe) Limited, a company incorporated in

	England and Wales with company registration number 01378853 and whose registered office is at Plantation Place, 30 Fenchurch Street, London EC3M 3BD, the transferor company
QBE Re Meeting	the meeting of the QBE Re Shareholder to be held, subject to the confirmation of the English Court, on or about 27 November 2018 at which a resolution will be proposed to approve the Merger
QBE Re Ordinary Shares	20,082,852 ordinary shares of £1 each, comprising the entire issued share capital of QBE Re
QBE Re Shareholder	QBE Holdings EO, the registered holder of the QBE Re Ordinary Shares
subsidiary	a subsidiary (as defined in section 1159 of the UK CA) or a subsidiary undertaking (as defined in section 1162 of the UK CA)
transferee company	a company to which assets and liabilities of a transferor company are to be transferred by way of a cross-border merger
transferor company	a company whose assets and liabilities are to be transferred by way of a cross-border merger to a transferee company
UK	the United Kingdom of Great Britain and Northern Ireland
UK Act	the UK Financial Services and Markets Act 2000
UK CA	the UK Companies Act 2006
UK Passporting Regulations	the UK Financial Services and Markets Act 2000 (EEA Passport Rights) Regulations 2001 (SI 2001/2511)
UK Policyholder Order	the UK Financial Services and Markets Act 2000 (Meaning of "Policy" and "Policyholder") Order 2001 (SI 2001/2361)
UK Regulations	the UK Companies (Cross-Border Mergers) Regulations 2007 (SI 2007/2974)

£	the lawful currency of the UK
€	the lawful currency of the European Union

1.2 Any terms that are defined in the UK Regulations or the Belgian Regulations shall have the same meaning when used in this document.

1.3 In this document, unless the context requires otherwise:

- (a) words importing the singular shall include the plural and vice versa;
- (b) words importing a gender shall include all genders;
- (c) paragraph headings are included for convenience only and shall not affect the interpretation of this document;
- (d) general words shall not be given a restrictive meaning by reason of the fact that they are followed by particular examples intended to be embraced by the general words; and
- (e) references to time are to London time;
- (f) references to any statute or statutory provision include:
 - (i) that statute or statutory provision as from time to time modified, re-enacted or consolidated whether before or after the date of this document;
 - (ii) any past statute or statutory provision (as from time to time modified, re-enacted or consolidated) which that statute or statutory provision has directly or indirectly replaced; and
 - (iii) any subordinate legislation made from time to time under that statute or statutory provision which is in force at the date of this document.

2 Introduction

2.1 It has been proposed by the boards of directors of the Merging Companies that a cross-border merger of the Merging Companies be effected pursuant to the UK Regulations and the Belgian Regulations, which implement the Cross-Border Merger Directive in the UK and Belgium respectively (which has been repealed and codified with effect from 20 July 2017 by the Codification Directive) and which set out a series of steps which must be undertaken in order to effect a cross-border merger. Further details of the terms of the Merger are set out in paragraph

3. Further details regarding QBE Re and QBE Europe are set out in paragraphs 4 and 5 respectively.

- 2.2 This document comprises the common draft terms of Merger, which have been drawn up and adopted by the boards of directors of the Merging Companies for the purposes of Regulation 7 of the UK Regulations and Article 772/6 of the Belgian Companies Code.

3 The Merger

Details of the Merger

- 3.1 The Merger is intended to be a merger by absorption for the purposes of the UK Regulations and the Belgian Regulations such that, subject to the satisfaction of the Conditions, QBE Re, as the transferor company, will transfer its assets and liabilities to QBE Europe, as the transferee company, and QBE Re will be dissolved without going into liquidation.

Consideration

- 3.2 The sole member of QBE Re is QBE Holdings EO.
- 3.3 Under the terms of the Merger, QBE Holdings EO will be entitled to receive consideration for the transfer of the assets and liabilities of QBE Re to QBE Europe on the basis of a share exchange ratio of 26.988198:1. Accordingly, 542,000,000 ordinary shares without nominal value, with an issue price of €1 each in the capital of QBE Europe will be issued to QBE Holdings EO, having the same rights and benefits as the existing QBE Europe Ordinary Shares (the **Consideration**).

- (a) QBE Re is valued at €542,000,000;
- (b) QBE Europe is valued at €4,061,500; and
- (c) the Consideration is valued at €542,000,000.

The assets and liabilities of QBE Re which will be transferred to QBE Europe pursuant to the Merger have been valued as at 31 December 2017 and then updated to reflect the effect of trading since that date using three comparative valuation techniques to derive a range of valuations for the market value of such assets and liabilities: (i) a net asset valuation; (ii) a discounted dividend model; and (iii) a market approach based on the price actually paid in comparable transactions. The value selected reflects the view that: (x) the valuation should not be less than net asset value, as the shareholders' funds are considered to be recoverable fully; and (y) the premium typically payable on an acquisition of control of a company is not appropriate in an intra-group context. The valuation also reflects the fact that it is expected that QBE Re will declare an interim dividend of €90,000,000 prior to the Effective Date (in September 2018).

QBE Europe has not traded since its incorporation, and so QBE Europe is valued at its net asset value, being its shareholder funds of €4,061,500. It is expected that, prior to the Effective Date, QBE Europe will issue:

- (a) 31,000,000 additional ordinary shares without nominal value, with an issue price of €1 each in the capital of QBE Europe to QBE Holdings EO; and
- (b) some subordinated debt, which will qualify as tier 2 own funds for the purposes of its regulatory capital.

However, in the case of: (a) above, while this will increase QBE Europe's net asset value to €35,061,500, the ordinary shares in question are being issued at par; and (b) above, the funds that QBE Europe receives will be offset against its liability to the holder of the debt (albeit that that liability will be subordinated). Accordingly, the potential issuance of additional ordinary shares and the potential debt issue has no impact on the valuation or the share exchange ratio.

The consideration for the transfer of assets and liabilities of QBE Re to QBE Europe will therefore comprise the issue by QBE Europe to QBE Holdings EO of the Consideration. On the Effective Date, QBE Europe will issue the Consideration to QBE Holdings EO

- 3.4 There are no special rights or restrictions attached to the shares in the capital of QBE Europe and there are no measures proposed concerning any such special rights or restrictions. There are no securities in issue in QBE Europe, other than the 4,061,500 ordinary shares without nominal value of €1 each held by QBE EO plc (which holds one share) and QBE Holdings EO (which holds 4,061,499 shares)
- 3.5 QBE Holdings EO will have the right to participate in any dividend or other distribution of profits paid in respect of the Consideration with effect from the time of issue of such Consideration to QBE Holdings EO on the Effective Date.

Legal grounds for the Common Draft Terms of Merger

- 3.6 This document has been drawn up in accordance with the UK Regulations and the Belgian Regulations, which implement the which implement the Cross-Border Merger Directive in the UK and Belgium respectively (which has been repealed and codified with effect from 20 July 2017 by the Codification Directive). The Codification Directive facilitates mergers of companies incorporated in different European Union or EEA member states and enables the proposed Merger to be implemented so as to be fully effective under the laws of the UK and Belgium.
- 3.7 Under the UK Regulations and the Belgian Regulations, certain conditions must be met before the Merger can occur. These conditions require that the Merging Companies adopt this document and the Directors' Explanatory Report. In the UK, QBE Re is obliged to deliver this document, together with a notice in the form of Form CB01, to Companies House. Notice of

delivery of these documents to Companies House must be published in the London Gazette. In Belgium, QBE Europe is obliged to file this document with the clerk's office of the Belgian Court and to publish an excerpt in the Annexes to the Belgian Official Gazette. In addition, the shareholder and employees of QBE Re and the shareholders of QBE Europe are permitted, free of charge, to inspect the documents listed in paragraph 6 at the registered offices of QBE Re and QBE Europe during Normal Business Hours (subject to reasonable restrictions that any such Merging Company may impose). Finally, the proposal to effect the Merger will be put to the shareholder(s) of QBE Re and QBE Europe respectively for approval.

- 3.8 In accordance with Regulation 9(1)(c) of the UK Regulations the members of QBE Re, have unanimously agreed by resolution dated 19 April 2018 that neither an examination of this document by independent experts nor an expert report is required. In accordance with Article 772/9 of the Belgian Companies Code, the members of QBE Europe will be asked to agree unanimously that neither an examination of this document by an independent expert, nor an expert report is required. Subject to such resolution being taken, no such report will therefore be drawn up.

Regulatory approval

- 3.9 In accordance with Article 102 et seq of the Belgian Act of 13 March 2016 on the status and supervision on insurance and reinsurance undertakings, any merger of a Belgian insurance or reinsurance undertaking with another reinsurance or insurance undertaking is subject to the prior approval of the NBB. In addition, as a condition precedent to the Merger, QBE Europe will need to be: (i) duly licensed by the NBB to operate as an insurance and reinsurance undertaking in Belgium; and (ii) authorised to carry on business across the EEA (whether on a freedom of establishment or freedom of services basis). QBE Europe received its insurance and reinsurance licence from the NBB on 22 May 2018 but, as at the date of this document, is yet to receive all required authorisations to carry on business across the EEA.
- 3.10 Therefore, depending on when the approvals referred to in paragraph 3.9 are received, the Merger will either be put to the shareholder(s) of QBE Re and QBE Europe respectively for approval only after such regulatory approvals have been granted or the respective resolutions of the shareholder(s) of QBE Re and QBE Europe approving the Merger will be conditional on such regulatory approvals.
- 3.11 In accordance with section 104 of the UK Act, the Business cannot be transferred to QBE Europe and accordingly the Merger cannot become effective unless the English Court has made an Order sanctioning the Part VII Transfer. It is anticipated that such an Order will be made on or about 19 December 2018 and that the Part VII Transfer will become effective simultaneously with the Merger becoming effective

Shareholder approval

- 3.12 The Merger is conditional upon, amongst other things, obtaining the approval of the QBE Re Shareholder and the QBE Europe Shareholders at the QBE Re Meeting and the QBE Europe Meeting respectively. Only those persons who are registered holders of the QBE Re Ordinary Shares as at the time of the QBE Re Meeting will be entitled to attend and vote at the QBE Re Meeting in respect of the QBE Re Ordinary Shares registered in their names at such time. As at the date of this document, QBE Holdings EO is QBE Re's sole shareholder. Only those persons who are registered holders of the QBE Europe Ordinary Shares as at the time of the QBE Europe Meeting will be entitled to attend and vote at the QBE Europe Meeting in respect of the QBE Europe Ordinary Shares registered in their names at such time. As at the date of this document, QBE Holdings EO and QBE EO plc are QBE Europe's only shareholders.
- 3.13 The QBE Re Meeting will, subject to the confirmation of the English Court, be convened for on or about 27 November 2018 at QBE Re's registered office at Plantation Place, 30 Fenchurch Street, London EC3M 3BD. At the QBE Re Meeting, a resolution to approve the Merger will be proposed, to be passed by QBE Re's sole shareholder, QBE Holdings EO.
- 3.14 The QBE Europe Meeting will be convened for on or about 26 November 2018 at QBE Europe's registered office at Boulevard du Régent 37, BE 1000, Brussels. At the QBE Europe Meeting, which will be held in front of a Belgian civil law notary, a resolution to approve the Merger will be proposed, to be passed by QBE Europe's only shareholders, QBE Holdings EO and QBE EO plc.

Post approval requirements

- 3.15 Once QBE Re has complied with the conditions applicable to it and this document has been approved by the QBE Re Shareholder, it must apply to the English Court for the issue of a pre-merger certificate confirming compliance with these conditions. Application will be made on or around 19 December 2018 for this certificate.
- 3.16 Following the issuance of the aforementioned pre-merger certificate and the obtaining of the Order and the NBB approvals, the civil law notary in Belgium will issue the Notary Certificate, which shall state the Effective Date of the Merger. The Merger shall take effect on the Effective Date. The effect of the Merger is set out in more detail below. The principal effect is that, under the UK Regulations and the Belgian Regulations, all assets and liabilities of QBE Re will be transferred to, and assumed by, QBE Europe by operation of law and QBE Europe will carry on the Business as successor to QBE Re.

Effective Date

- 3.17 Subject to completion of the matters referred to in paragraphs 3.9 to 3.16, the Merger will become effective on the Effective Date when the consequences of the Merger as set out in Regulation 17(1) of the UK Regulations and Article 772/3 of the Belgian Companies Code, which will comprise the following, will take effect:
- (a) the assets and liabilities of QBE Re will be transferred to QBE Europe;
 - (b) the remaining member of QBE Re, QBE Holdings EO, will be issued 542,000,000 ordinary shares in the capital of QBE Europe;
 - (c) QBE Re will be dissolved without going into liquidation;
 - (d) all legal proceedings pending by or against QBE Re shall be continued with the substitution for QBE Re of QBE Europe as a party;
 - (e) every contract, agreement or instrument to which QBE Re is a party shall be construed and have effect as if:
 - (i) QBE Europe had been a party thereto instead of QBE Re;
 - (ii) for any reference (however worded and whether express or implied) to QBE Re there were substituted a reference to QBE Europe; and
 - (iii) any reference (however worded and whether express or implied) to the directors, officers, representatives or employees of QBE Re, or any of them, were, respectively, a reference to the directors, officers, representatives or employees of QBE Europe or to such director, officer, representative or employee of QBE Europe as QBE Europe nominates for that purpose or, in default of nomination, to the director, officer, representative or employee of QBE Europe who corresponds as nearly may be to the first-mentioned director, officer, representative or employee;
 - (f) every contract, agreement or instrument to which QBE Re is a party will become a contract, agreement or instrument between QBE Europe and the counterparty with the same rights, and subject to the same obligations, liabilities and incidents (including rights of set-off), as would have been applicable thereto if that contract, agreement or instrument had continued in force between QBE Re and the counterparty, and any money due and owing (or payable) by or to QBE Re under or by virtue of any such contract, agreement or instrument shall become due and owing (or payable) by or to QBE Europe instead of QBE Re; and

- (g) an offer or invitation to treat made to or by QBE Re before the Effective Date shall be construed and have effect, respectively, as an offer or invitation to treat made to or by QBE Europe.

3.18 It is proposed that the Effective Date (being the date as from which the consequences listed in paragraph 3.17 will from a legal perspective take effect) will be 01.00am (London time) on 1 January 2019. However, on and from the Effective Date all transactions of QBE Re that have taken place on or since the Accounting Date will be deemed for accounting purposes to have been carried out for the account of QBE Europe. All assets and liabilities of QBE Re as at the Effective Date will be transferred to QBE Europe pursuant to the Merger on the Effective Date and recorded in the accounts of QBE Europe for accounting purposes with effect from the Accounting Date.

Assets and liabilities of QBE Re to be transferred

- 3.19 The Directors' Explanatory Report and this document have been prepared on the basis: (i) of the unaudited balance sheets of QBE Re and QBE Europe as at 30 June 2018; and (ii) that QBE Re will declare an interim dividend of €90,000,000 prior to the Effective Date. The balance sheet of QBE Re as at 30 June 2018 is contained in Schedule 1 to this document. The balance sheet of QBE Europe as at 30 June 2018 is contained in Schedule 2 to this document.
- 3.20 Any assets acquired, or liabilities incurred, by QBE Re after 30 June 2018 will, however, also transfer to QBE Europe upon the Merger becoming effective.
- 3.21 In respect of any liability of QBE Re that is transferred to QBE Europe pursuant to the Merger, QBE Europe shall be entitled to any and all defences, claims, counterclaims and rights of set-off which would have been available to QBE Re in the absence of the Merger.

Employees

- 3.22 For the purposes of Regulation 22 of the UK Regulations and Article 772/6(j) of the Belgian Companies Code:
 - (a) neither QBE Re nor QBE Europe has had, in the six (6) month period before the date of publication of this document, an average number of employees that has exceeded five hundred (500) and an in force system of employee participation;
 - (b) neither QBE Re nor QBE Europe has a proportion of employee representatives amongst its directors, members of the administrative or supervisory organ, or their committees, or the management group, which covers the profit units of the relevant Merging Company, and there is no provision under any enactment for any such employee participation, as a consequence of which the Merger will not result in a reduction of such participation rights; and

- (c) there is nothing in Belgian law that prevents QBE Europe employees that are employed in EEA States other than Belgium from exercising the same participation rights as those employees that are employed by QBE Europe in Belgium.

Therefore, Part 4 of the UK Regulations and the relevant parts of the Belgian CBA No. 94 will not apply to the Merger or (in the case of Chapters 4 and 6 to 9 (inclusive) of Part 4 of the UK Regulations and Article 2 and Chapters IV, V and VI of the Belgian CBA No. 94) will not be relevant. This document does not, therefore, contain any information on the procedures by which any employee participation rights are to be determined.

- 3.23 QBE Re, acting through its Belgian branch, employs approximately 80 people in Belgium and, acting through its Bermudan branch, employs one person in Bermuda. In the UK and Ireland, QBE Re does not employ any persons but appoints QBE Management Services (UK) Limited and QBE Management (Ireland) Limited to act as service companies and employing entities in the respective jurisdictions. QBE Re has no employees in any other jurisdiction. As from the Effective Date, QBE Re's employees in Belgium and Bermuda will transfer, by operation of law, from QBE Re to QBE Europe. The Merger is not intended to have any effect on the employees of QBE Re other than the change in their employing entity and all terms and conditions of their employment will remain the same. In the UK and Ireland, employees working on behalf of QBE Europe following the Merger will continue to be employed by QBE Management Services (UK) Limited and QBE Management (Ireland) Limited respectively.

Independent Expert

- 3.24 As set out in paragraph 3.8, pursuant to Regulation 9(1)(c) of the UK Regulations and Article 772/9 of the Belgian Companies Code, the shareholder(s) of each of the Merging Companies have unanimously agreed (in respect of QBE Re) or will be asked to agree unanimously (in respect of QBE Europe) that an independent expert's report is not required with respect to the Merger. Accordingly, subject to the relevant approval by the shareholders of QBE Europe, no amount or benefit has been or will be paid to any such independent expert in connection with the Merger.

Directors' benefits

- 3.25 No amount or benefit or other special advantages have been or will be paid, made or granted to any director of the Merging Companies or to any member of the administrative, management, supervisory or controlling organ of the Merging Companies, in either case, as a consequence of the Merger.

4 Information on QBE Re

Form and registered office

- 4.1 QBE Re is a private company limited by shares incorporated under and governed by the laws of England and Wales, which has its registered office at Plantation Place, 30 Fenchurch Street, London EC3M 3BD and is registered under the number 01378853 on the register of companies of England and Wales.

Share capital

- 4.2 As at the date of this document QBE Re's issued share capital is £20,082,852 divided into 20,082,852 ordinary shares of £1 each.

Corporate purpose

- 4.3 Pursuant to section 31 of the UK CA, QBE Re has unrestricted objects.

5 Information on QBE Europe

Form and registered office

- 5.1 QBE Europe is a public limited liability company incorporated under and governed by the laws of Belgium, which has its registered office at Boulevard du Régent 37, BE 1000, Brussels and is registered with the Crossroads Bank for Enterprises under number 0690537456.

Share capital

- 5.2 As at the date of this document QBE Europe's issued share capital is €4,061,500 divided into 4,061,500 ordinary shares without nominal value, with an issue price of €1 each. It is expected that, prior to the Effective Date, QBE Europe's issued share capital will increase to €35,061,500 divided into 35,061,500 ordinary shares without nominal value, with an issue price of €1 each.

Corporate purpose

- 5.3 Pursuant its Articles, the corporate purpose of QBE Europe is as follows:

- "3.1 The purpose of the company is to accomplish, in Belgium and abroad, in its own name and on its own behalf or in the name and on behalf of third parties, insurance and reinsurance activities.
- 3.2 The company may carry out all industrial, commercial and financial transactions, as well as transactions involving movable and immovable property and any other activity involving insurance mediation which relates directly to its corporate purpose as described

in Article 3.1. above. The company may, in particular, invest its capital reserves in movable and immovable property and mortgage loans, place certain risks with other companies and, in any manner, acquire an interest in or cooperate or merge with any partnership, business, enterprise or company having an identical, similar or related purpose to its own or which is capable of facilitating the company's business or the sale of the company's products or services. The company may guarantee or provide securities in rem or in personam, in the broadest sense, for the benefit of companies, legal entities or natural persons."

Constitutional documents of QBE Europe

- 5.4 The Articles that will apply on the Effective Date, are set out in Schedule 3 to this document. The Merger will have no impact on the legal form, name, corporate purpose and registered office of QBE Europe.

6 Inspection of Documents

- 6.1 From 30 August 2018 until the latest to occur of the QBE Re Meeting and the QBE Europe Meeting:

- (a) this document;
- (b) the Directors' Explanatory Report;
- (c) the annual accounts of QBE Re for the last three (3) years;
- (d) the annual reports drafted by the board of directors of QBE Re for the last three (3) years; and
- (e) QBE Re's balance sheet as at 30 June 2018 and QBE Europe's balance sheet as at 30 June 2018,

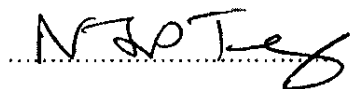
are available for inspection by the QBE Re Shareholder and the QBE Europe Shareholders and the employees of QBE Re at the registered offices of QBE Re and QBE Europe respectively during Normal Business Hours.

- 6.2 Copies of these documents may be obtained by the QBE Re Shareholder and the QBE Europe Shareholders and the employees of QBE Re free of charge upon request by contacting the Company Secretary at each of Plantation Place, 30 Fenchurch Street, London EC3M 3BD and Boulevard du Régent 37, BE 1000, Brussels respectively.

7 Special proxy

The board of directors of QBE Europe grants all powers to Mr. Nicolas Crombrugghe, Mr. Frederik Meuwissen, Ms. Vanessa Uwamahoro or any other lawyer of NautaDutilh BVBA/SPRL, with offices at Terhulpsesteenweg 120, 1000 Brussels, Belgium, each acting individually, with power of substitution, as its true and lawful agent and attorney-in-fact, to act in its name and on its behalf to file and execute, if necessary, any documents related to the filing with the competent clerk's office of the Commercial Court of the present common draft terms of Merger and the publication thereof in the Annexes to the Belgian Official Gazette.

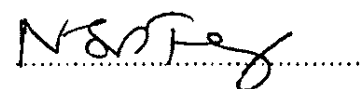
Adopted by the directors of QBE Re and QBE Europe on 29 August 2018.



Signed for and on behalf of **QBE RE (EUROPE) LIMITED**

Director: **NIGEL TERRY**

Date: **29 AUGUST 2018**



Signed for and on behalf of
QBE EUROPE SA/NV

Director: **NIGEL TERRY**

Date: **29 AUGUST 2018**



Signed for and on behalf of
QBE EUROPE SA/NV

Director: **DAVID WINKETT**

Date: **29 AUGUST 2018**

Schedule 1
Balance Sheet of QBE Re (Europe) Limited at 30 June 2018

UK GAAP	30 June 2018	2017	Change	
	€'m	€'m	€'m	%
Assets				
Cash and Investments	1,614	1,763	(150)	(9)%
Derivative financial assets	6	4	3	78%
Trade and other receivables	427	268	159	59%
RI recoveries & DIC	214	163	51	31%
Current and deferred tax assets	9	2	7	>100%
Other assets	-	0	-	-
Total assets	2,269	2,200	70	3%
Liabilities				
Derivative financial liabilities	15	-	15	-
Trade and other payables	78	138	(59)	(43)%
Outstanding claims	1,311	1,303	8	1%
Unearned premium	226	61	165	>100%
Current and deferred tax liabilities	-	-	-	-
Pension liabilities	7	7	-	-
Other liabilities	-	1	(1)	(72)%
Total liabilities	1,637	1,510	128	8%
Net assets	632	690	(58)	(8)%

Schedule 2
Balance Sheet of QBE Europe SA/NV at 30 June 2018

BGAAP	30 June 2018	2017	Change	
	€'m	€'m	€'m	%
Assets				
Cash and investments	4	-	4	-
Total assets	4	-	4	-
Net assets	4	-	4	-

Schedule 3
Articles of Association of QBE Europe SA/NV

ARTICLES OF ASSOCIATION

- of -

QBE EUROPE SA/NV

PART I – NAME, OFFICE, PURPOSE & TERM OF EXISTENCE

1 CORPORATE FORM AND NAME

- 1.1 The company is incorporated as a *société anonyme/naamloze vennootschap* under the name **QBE Europe**.
- 1.2 The company's name must always be preceded or followed by the words "*société anonyme/naamloze vennootschap*" or the abbreviation "SA/NV".

2 REGISTERED OFFICE

- 2.1 The registered office of the company is located at Boulevard du Regent 37 1000 Brussels. The board of directors can transfer the registered office to any other place in Belgium in accordance with the legislation in force on the use of languages. Such a decision does not require an amendment to these articles of association. The board of directors shall ensure that any such change of the registered office is published in the annexes to the Belgian State Gazette.
- 2.2 The board of directors is also authorized to set up administrative offices, places of business, branches and subsidiaries, both in Belgium and abroad.

3 CORPORATE PURPOSE

- 3.1 The purpose of the company is to accomplish, in Belgium and abroad, in its own name and on its own behalf or in the name and on behalf of third parties, insurance and reinsurance activities.
- 3.2 The company may carry out all industrial, commercial and financial transactions, as well as transactions involving movable and immovable property and any other activity involving insurance mediation which relates directly to its corporate purpose as described in Article 3.1 above. The company may, in particular, invest its capital reserves in movable and immovable property and mortgage loans, place certain risks with other companies and, in any manner, acquire an interest in or cooperate or merge with any partnership, business, enterprise or company having an identical, similar or related purpose to its own or which is capable of facilitating the company's business or the sale of the company's products or services. The company may guarantee or provide securities *in rem* or *in personam*, in the broadest sense, for the benefit of companies, legal entities or natural persons.

4 **TERM OF EXISTENCE**

The company is incorporated for an unlimited duration as from its date of incorporation.

PART II - CAPITAL

5 **SUBSCRIBED CAPITAL**

5.1 The company's subscribed capital amounts to EUR 766,061,500.00.

5.2 It is represented by 766,061,500 shares with no par value.

6 **CHANGES TO THE SUBSCRIBED CAPITAL**

6.1 The general meeting, deliberating in accordance with the provisions governing the amendment of these articles of association, may decide to increase or decrease the subscribed capital of the company.

6.2 Shares subscribed for in cash must first be offered to the existing shareholders in proportion to the amount of capital represented by their shares during a subscription period commencing at least fifteen (15) days prior to the day on which the proposed increase in the subscribed capital of the company will take place (the "**preferential right**"). The general meeting shall determine the subscription price and the period during which this preferential right can be exercised. The general meeting may restrict or cancel the preferential right in accordance with the conditions contained in the Belgian Companies Code of 7 May 1999 (the "**Company Code**").

6.3 If the general meeting decides to request the payment of a share premium, the premium must be booked as a non-distributable reserve, which can only be decreased or cancelled pursuant to a decision of the general meeting, deliberating in accordance with the provisions governing the amendment of these articles of association.

6.4 The subscribed capital can only be decreased if the shareholders are treated equally and in accordance with the conditions contained in the Company Code.

7 **AUTHORISED CAPITAL**

7.1 The board of directors is authorized, for a period of five (5) years from the date of publication in the annexes to the Belgian State Gazette of the instrument of incorporation of the company dated 12 February 2018, to increase the company's subscribed capital by up to EUR 500,000. This authorization may not be used to effect capital increases which can only be accomplished through a contribution in kind by a shareholder holding securities that represent ten per cent (10%) or more of the company's voting rights. This authorization is, however, valid for capital increases effected through the incorporation of reserves. This authorization is renewable.

- 7.2 The board of directors is also authorized by the general meeting to issue other securities, including but not limited to convertible bonds, warrants, non-voting shares and, shares with a preferential right to dividends and/or liquidation proceeds.
- 7.3 Where the board of directors instigates an increase in the company's subscribed capital in accordance with Article 7.1 above, it can order the payment of a share premium. In these circumstances, the premium must be booked as a non-distributable reserve, which can only be decreased or cancelled pursuant to a decision of the general meeting, deliberating in accordance with the provisions governing the amendment of these articles of association.

8 CAPITAL CALLS

- 8.1 Decisions regarding capital calls shall be taken by the board of directors. A capital call shall relate to any moneys unpaid on a shareholder's shares and each shareholder shall (subject to receiving at least fourteen (14) clear days' notice specifying where and when the payment is to be made) pay to the company as required by the notice the amount called on its shares. A call may be required to be paid in instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A shareholder upon whom a call is made shall remain liable for calls made upon it notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
- 8.2 If a shareholder fails to comply with a capital call within the time limit set by the board, the exercise of the rights attached to this shareholder's shares shall be suspended by operation of law. Moreover, the shareholder shall owe the company, by operation of law, default interest at the statutory rate plus two per cent (2%) from the due date determined by the board of directors until the receipt of payment in full.
- 8.3 If, after having received a formal notice of default from the board of directors by registered mail, a shareholder fails to pay the amount due by the deadline stipulated therein, the board, at its next meeting, shall declare that shareholder ineligible to exercise its rights and shall sell its shares in the most appropriate manner, without prejudice to the company's right to recover any outstanding amount due, as well as damages and interest, from the defaulting shareholder. The proceeds shall first be allocated to the capital and subsequently used to reimburse the company for the costs of the sale. The shareholder shall receive the difference, if any. If no buyer can be found, the company is entitled to purchase the shares in accordance with the conditions contained in the Company Code. To this end, each shareholder grants an irrevocable power of attorney to the company's board of directors to sell, in its name and on its behalf, its shares in accordance with the conditions provided for in this Article 8.

9 TYPES OF SHARES

The shares are and shall remain in registered form.

10 EXERCISE OF RIGHTS ATTACHED TO THE COMPANY'S SHARES

- 10.1 The shares are indivisible *vis-à-vis* the company. If one (1) share has several owners or if the rights attached to a share are divided amongst several persons, the board of directors has the right to suspend the exercise of the rights attached to this share until one person is designated to the company as the shareholder.
- 10.2 The company shall recognise only one (1) owner per registered share for the purpose of exercising the rights attached thereto, namely the person whose name appears in the shareholders' register. Registered shares subject to *usufruct* (beneficial ownership) shall be recorded in the names of both the legal owner and the beneficial owner.
- 10.3 The provisions of this article 10 shall also apply to any bonds, bonus shares and warrants issued by the company.
- 10.4 Voting rights relating to pledged shares shall be exercised by the owner-pledgor, unless the pledge agreement provides otherwise.

11 SUCCESSORS

The rights and obligations attached to the company's shares shall remain attached notwithstanding any transfer thereof.

12 BONDS

- 12.1 The company can, by way of a decision of its board of directors, issue bonds, as the case may be backed by a mortgage or any other type of security.
- 12.2 The general meeting can decide to issue convertible bonds or warrants in accordance with the conditions contained in the Company Code.
- 12.3 A bondholders' register shall be kept and certificates will be provided to bondholders as proof of their interests having being recorded in the company's register.

PART III - MANAGEMENT AND SUPERVISION

13 COMPOSITION OF THE BOARD OF DIRECTORS

- 13.1 The company is managed by a board of directors. The board of directors shall be composed of at least three (3) members, a majority of non-executive directors, who need not be shareholders. The members of the board of directors shall be natural persons.
- 13.2 In the event that any director is to cease to hold office and this will result in the number of directors falling below the minimum required by law or these articles of association,

the outgoing director shall remain in office until the general meeting replaces or re-elects them (as the case may be).

13.3 Outgoing directors shall be eligible for re-election.

13.4 The general meeting may remove a director from office at any time.

14 VACANCIES

In the event of a vacancy on the board of directors, the other directors shall have the right to temporarily fill the vacancy until a new director is appointed by the general meeting. The appointment shall appear as an item on the agenda of the next general meeting. Any director so appointed by the general meeting shall serve out the remainder of the preceding director's term.

15 CHAIRPERSON

The board of directors may appoint one (1) of their number to be the chair of the board and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five (5) minutes after the time appointed for the meeting, the directors present may appoint one (1) of their number to be chairperson of the meeting. The chair cannot be a member of the company's management committee.

16 BOARD MEETINGS

16.1 Board meetings may be called by the chair, one (1) director, or the company's secretary (at the request of the chair or a director), whenever the interests of the company so require.

16.2 The notice shall mention the place, date, time and agenda of the meeting and must be sent at least two (2) full days before the date scheduled for the meeting by post, fax, e-mail or any other written means.

16.3 Under exceptional circumstances, the notice period may be shortened if the abovementioned period is not appropriate. If necessary, notice of a meeting may also be given by phone, in addition to the methods referred to in article 16.2.

16.4 If all directors are present or validly represented and approve the agenda, the validity of the notice need not be proven.

16.5 Board meetings can be validly held by videoconference or telephone. In this case, the meeting shall be deemed to take place at the company's registered office so long as at least one (1) director participates in the meeting from that location.

17 DELIBERATIONS

- 17.1 The board of directors can only validly deliberate if at least half its members are present or represented. If this quorum is not met, a new meeting with the same agenda can be called to deliberate and vote on the items on the agenda, and will be considered quorate if at least two (2) executive directors are present or represented.
- 17.2 In exceptional circumstances, duly justified by emergency and the corporate interest, the board of directors can take decisions unanimously in writing (including by e-mail). Decisions shall be deemed approved upon receipt of the written consent of all directors. This procedure may not be used to approve the annual accounts or annual report of the company or to increase the company's capital.
- 17.3 Any director may give a proxy to another director, by letter, fax, e-mail or any other written means, to represent him or her at a board meeting.
- 17.4 A director that has a direct or indirect conflict of interest of a financial nature with respect to a decision or transaction that falls under the board's authority must comply with the provisions of Article 523 of the Company Code.
- 17.5 Decisions of the board shall be taken by a majority of votes cast. In the case of an equality of votes, the chair shall have a second or casting vote.

18 MINUTES

- 18.1 The deliberations and decisions of the board of directors, including those adopted during videoconferences, by conference call or by unanimous written consent, shall be recorded in minutes signed by the chair or at least two (2) directors. These minutes shall be kept in a special register. Any proxies shall be attached thereto.
- 18.2 Copies of or extracts from the minutes, required for legal or other purposes, shall be signed by the chair of the board, the company's secretary, two (2) directors or any other person entrusted with daily managerial authority. This power can be delegated to another person.

19 POWERS OF THE BOARD OF DIRECTORS

- 19.1 The board of directors is empowered to do and perform any acts necessary or useful to realise the company's corporate purpose, save to the extent such powers are reserved to the general meeting.
- 19.2 The board of directors may delegate all or some of its powers for specific and determined purposes to a person who need not necessarily be a shareholder or director.
- 19.3 The board of directors can set up one or more committees, subject to its authority (as set out in the relevant terms of reference). The board shall define the composition and tasks of any such committees.

20 REMUNERATION AND EXPENSES

- 20.1 The office of director shall not be remunerated, unless the general meeting decides otherwise.
- 20.2 The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at board meetings or committees of directors or general meetings or separate meetings of the holders of any of the company's shares or otherwise in connection with the discharge of their duties.

21 MANAGEMENT COMMITTEE

- 21.1 On or prior to becoming licensed by the National Bank of Belgium, the board of directors shall set up a management committee within the meaning of Article 524*bis* of the Company Code, and shall transfer all or some of its management powers to such committee, with the exception of general corporate policy and all powers reserved to the board of directors.
- 21.2 The management committee shall include at least five (5) members, of whom at least three (3) (or two (2), if an appropriate derogation is obtained from the National Bank of Belgium in this respect), will be members of the board of directors. The members of the management committee shall be natural persons.
- 21.3 The board of directors shall appoint the members of the management committee and determine their term of office. If the number of members of the management committee falls below the minimum fixed in these articles, for any reason, the outgoing member or members shall remain in office until the board of directors fills the vacancy or vacancies.
- 21.4 The board of directors can remove members of the management committee at any time.
- 21.5 The board of directors may appoint a chair from amongst the members of the management committee.
- 21.6 Meetings of the management committee shall be convened by the chair, a member of the management committee or the company's secretary. The provisions of these articles regarding the convocation, deliberations and minutes of meetings of the board of directors shall apply *mutatis mutandis* to the management committee.
- 21.7 A member of the management committee that has a direct or indirect conflict of interest of a financial nature with respect to a decision or transaction that falls within the committee's authority must comply with the provisions of Article 524*ter* of the Company Code.
- 21.8 The board shall determine the remuneration of the members of the management committee. Members of the management committee may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the management committee or otherwise in connection with the discharge of their duties.

- 21.9 The board of directors shall supervise the management committee. The management committee shall report regularly to the board, in accordance with its terms of reference. The board of directors shall decide whether to discharge the members of the management committee when it approves the draft annual accounts to be submitted to the general meeting.

22 DAILY MANAGEMENT

- 22.1 The board of directors or the management committee (as the case may be), can delegate day-to-day managerial authority to one (1) or more directors, who shall be referred to as managing directors, and/or to one (1) or more other persons, who shall be referred to as managers and need not be shareholders.
- 22.2 The day-to-day management cannot be delegated to a non-executive member of the board of directors.
- 22.3 Persons entrusted with day-to-day managerial authority may delegate to another person, who need not be a shareholder or director, some of their powers for specific and determined purposes.

23 REPRESENTATION

- 23.1 The company shall be validly represented in all actions, including before the courts, by one (1) director who shall not be obliged to submit proof to third parties of a prior board decision on the matter. The company shall also be validly represented in all matters falling within the management committee's powers, including before the courts, by one (1) member of this committee who need not submit proof to third parties of a prior decision by the management committee in this regard. If daily managerial authority has been delegated, the company shall also be validly represented with respect to all acts of daily management by one (1) manager, who is not required to furnish proof to third parties of a prior decision on the matter by any organ of the company.
- 23.2 The company can also be validly represented by the holders of special powers of attorney, acting within the limits of their authority.

24 AUDIT

- 24.1 Supervision of the company's financial situation and annual accounts and verification of compliance of transactions mentioned in the annual accounts with the Company Code and the company's articles of association shall be entrusted to one (1) or more auditors appointed by the general meeting from amongst the auditors, registered in the public register of auditors or among the registered audit firms and agreed by the National Bank of Belgium. If a legal entity is appointed auditor, it must name a permanent representative, in accordance with the applicable provisions of the Company Code, to carry out its duties in its name and on its behalf.
- 24.2 The general meeting shall determine the number of auditors and their remuneration.

- 24.3 The auditors shall be appointed for a renewable three (3) year term. Auditors can only be removed from office by the general meeting for just cause and in accordance with the conditions set forth in the Company Code.
- 24.4 If no auditor has been appointed or in the event all auditors are unable to fulfil their duties, the board of directors shall immediately call a general meeting for the purpose of appointing or replacing the auditors.

PART IV - GENERAL MEETING OF SHAREHOLDERS

25 COMPOSITION AND POWERS

- 25.1 The general meeting, validly composed, represents all shareholders. Decisions of the general meeting shall be binding on all shareholders, including those absent or dissenting.

26 MEETINGS

- 26.1 Each year, an annual general meeting shall be held on 15 April at 2pm. If this day is a Saturday, Sunday or public holiday, the meeting shall be postponed until the next business day.
- 26.2 At least the following items must appear on the agenda of the annual general meeting: discussion of the management report (if any) and the auditors' report (if any); discussion and approval of the annual accounts and allocation of the net profit; release from liability of the director(s) and, if applicable, the auditor(s); and, if necessary, the appointment of director(s) and auditor(s).
- 26.3 Annual general meetings shall be held at the company's registered office. In exceptional circumstances, meetings may be held elsewhere.
- 26.4 The board may call a general meeting whenever the interests of the company so require. In addition, a general meeting must be called at any time at the request of the company's shareholders representing at least one fifth of its subscribed capital.
- 26.5 The shareholders may adopt unanimously in writing any resolutions that fall within the powers of the general meeting, except those that require a notarised instrument.
- 26.6 To this end, the board of directors shall send to all shareholders with a copy to the auditor(s), by post, e-mail or fax, a circular letter that includes the agenda for the meeting and the proposed resolutions, asking them to approve the proposals and return the letter, signed for approval, within the time period indicated therein to the company's registered office or to any other address given.
- 26.7 Any documents that must be sent to the registered shareholders in accordance with the Company Code shall be enclosed with the circular letter.

26.8 If the board of directors wishes to use the procedure described in article 26.6 for resolutions that fall within the powers of the annual general meeting, it must obtain the written consent of all shareholders to do so by no later than the date mentioned in these articles for such annual general meeting.

26.9 If the written consent of all shareholders to a proposal of the board of directors is not obtained within the time limit mentioned in the circular letter, the resolution shall be deemed rejected.

27 NOTICES OF MEETINGS

27.1 The board of directors shall call the general meeting by giving at least fifteen (15) clear days' notice.

27.2 Notices of a general meeting shall include the agenda and be made in accordance with the applicable provisions of the Company Code.

27.3 A copy of the notice shall be sent to the directors and auditor(s).

27.4 Copies of all documents which must be made available to shareholders in accordance with the Company Code shall be enclosed with the notice sent to the holders of all registered shares, bonds or warrants as well as to the directors and auditor(s). A copy of the documents which should be made available to the shareholders in accordance with the Company Code will be provided without delay to the persons who, no later than seven (7) days before the general meeting, have fulfilled the formalities required by the articles of association to be admitted to the general meeting. Those who have completed these formalities after this period shall receive a copy of the documents at the general meeting.

27.5 Notices to the holders of registered securities shall be deemed accomplished on their mailing date.

28 CONDITIONS FOR ADMISSION

In order to be admitted to the general meeting (and provided the board of directors so requests in the notice) the holders of registered securities must inform the board of their intention to attend the general meeting by the deadline indicated in the notice.

29 REPRESENTATION

29.1 Any shareholder may grant a proxy, by letter, fax, e-mail or other written means, to represent it at a general meeting. The proxyholder need not be a shareholder. A proxyholder may represent more than one (1) shareholder.

29.2 The board of directors can determine in the convening notice the form of proxies and may require that proxies be filed within the time period and at the location specified in the notice of the meeting.

29.3 Any shareholder may vote at a distance prior to the general meeting by correspondence, by using a form made available by the company. The form shall include at least the

information required by the Company Code. Furthermore, the board of directors may opt to include additional information in the form. The form shall be addressed to the board of directors and shall, under penalty of being declared void, indicate the voting instructions for each decision to be taken by mentioning: "yes", "no", or "abstention". The distance voting form shall reach the company at least five (5) business days before the date of the general meeting. The board of directors may specify in the convening notice the form of voting distance forms and instructions for voting in writing.

30 CHAIRMAN

The chair of the board of directors or, in the chair's absence, another director of the company shall preside over the general meeting.

31 POSTPONEMENT

31.1 The board of directors can postpone the decision regarding approval of the annual accounts by up to three (3) weeks, during the annual general meeting.

31.2 Such a postponement shall not affect any other decisions taken, unless the general meeting decides otherwise. The next general meeting shall have the right to definitively approve the annual accounts.

32 NUMBER OF VOTES - EXERCISE OF VOTING RIGHTS

32.1 Each share carries one (1) vote.

32.2 Bondholders and warrant holders may attend general meetings but are not entitled to vote.

33 DELIBERATIONS

33.1 The general meeting can validly deliberate and vote regardless of the share capital present or represented, except in those cases where the Company Code requires a quorum.

33.2 The general meeting cannot vote on items that do not appear on the agenda, unless all shareholders are present or represented at the general meeting and unanimously decide to vote on these items.

33.3 To the extent that the disclosure of certain information or facts would not be prejudicial to the commercial interests of the company or to the confidentiality agreements entered into by the company or its directors, the directors shall answer shareholders' questions regarding the management report or any other items on the agenda. To the extent that the disclosure of certain information would not be prejudicial to the commercial interests of the company or to the confidentiality agreements entered into by the company, its directors or the auditor(s), the auditor(s) shall answer shareholders' questions regarding their report. Written questions shall be made available to the company at least five (5) business days before the date of the general meeting.

33.4 Except as otherwise provided by law or these articles of association, each resolution shall be adopted by a simple majority of votes cast. Blank and mutilated ballots shall not be counted as votes cast.

33.5 Voting shall take place by a show of hands or by roll call, unless the general meeting decides otherwise by a majority of votes cast.

34 MINUTES

34.1 The minutes of the general meeting must be signed by the chair and may be signed by any shareholder who wishes to do so.

34.2 Copies of or extracts from the minutes required for legal or other purposes shall be signed by a director or the company's secretary.

PART V - ANNUAL ACCOUNTS - DISTRIBUTION OF PROFIT

35 ANNUAL ACCOUNTS

35.1 The company's financial (fiscal) year begins on 1 January and ends on 31 December of each year.

35.2 At the close of each financial year, the board of directors shall prepare a statement of assets and liabilities and draw up the annual accounts. The board shall also issue (insofar as required by law) a report justifying and explaining its management of the company. This report shall include comments on the annual accounts, for the purpose of accurately presenting the evolution of the company's business and financial position, as well as any other information required by the Company Code.

36 APPROVAL OF THE ANNUAL ACCOUNTS

36.1 The annual general meeting shall examine, if applicable, the management report and the auditors' report and decide whether to approve the annual accounts.

36.2 After approval of the annual accounts, the general meeting shall vote separately on whether to release the directors and the auditor(s), if any, from liability. Such a discharge shall only be valid if the annual accounts contain no omissions or misrepresentations distorting the company's true financial situation and, insofar as acts in violation of the Company Code or the company's articles of association are concerned, only if these acts were specifically mentioned in the notice of the meeting.

36.3 Within thirty (30) days following their approval by the general meeting, the board of directors shall file the annual accounts and, if any, the management report as well as any other documents required by the Company Code, with the National Bank of Belgium.

37 DISTRIBUTION OF PROFIT

- 37.1 Each year, five per cent (5%) of the company's net annual profit, as indicated in its annual accounts, must be set aside in a statutory reserve. Retention is obligatory until the reserve reaches ten per cent (10%) of the company's subscribed capital.
- 37.2 Further to a proposal of the board of directors, the remaining profit shall be placed annually at the disposal of the general meeting, which shall take a decision, by a simple majority of votes cast, concerning the allocation thereof, within the limits imposed by the Company Code and the Belgian Act of 13 March 2016 on the status and the supervision of insurance and reinsurance undertakings.
- 37.3 No distribution of profit can be made if, on the closing date of the last financial year, the company's net asset value, as shown in its annual accounts, is, or would fall as a result of any such distribution, below its paid-up capital or called-up capital, whichever is greater, plus those reserves which may not be distributed by law or pursuant to these articles of association.
- 37.4 The board of directors can, in accordance with the provisions of the Company Code, distribute interim dividends on the result of the financial year.

38 PAYMENT OF DIVIDENDS

Dividends shall be paid at the time and place indicated by the board of directors.

PART VI – DISSOLUTION – LIQUIDATION

39 PREMATURE DISSOLUTION

- 39.1 If, as a result of losses, the company's net asset value has fallen below less than half its subscribed capital, the directors must submit the question of the company's dissolution, and possibly propose other measures, to the general meeting, in accordance with the conditions set forth in the Company Code.
- 39.2 If, as a result of losses, the company's net asset value has fallen below one quarter of its subscribed capital, the dissolution of the company may be approved by a quarter of the votes cast at a general meeting.
- 39.3 If the company's net asset value has fallen below the statutory minimum, any interested party may petition the competent court to order the dissolution of the company. In this case, the court can grant the company a period of time within which it must regularize its situation.

40 CONSOLIDATION OF ALL SHARES

- 40.1 The consolidation of all shares in the hands of a single shareholder shall not result in the dissolution of the company.

- 40.2 If a new shareholder does not join the company within one (1) year following the aforementioned consolidation or if the company has not been validly converted into a private limited-liability company (SPRL/BVBA) or dissolved, the sole shareholder shall be presumed to guarantee all of the company's obligations that arose since the consolidation of all shares in its hands until either a new shareholder is admitted to the company or a notice is published announcing the company's conversion into a private limited-liability company (SPRL/BVBA) or its dissolution.

41 LIQUIDATION

- 41.1 In the event the company is dissolved, for any reason or at any time, liquidation shall be carried out by means of a single deed in accordance with the Company Code or by one (1) or more liquidator(s) appointed by the general meeting. The liquidator(s) can only take office after confirmation of his/her/their appointment by the competent commercial court. If no liquidator(s) is(are) appointed, the members of the board of directors shall be deemed liquidators with respect to third parties.
- 41.2 The liquidators shall form a board. The liquidator(s) shall have the broadest powers in accordance with the applicable provisions of the Company Code, subject to any limitations on their powers imposed by the general meeting.
- 41.3 The liquidator(s) must call a general meeting any time shareholders representing at least one fifth of the company's subscribed capital so request.
- 41.4 The general meeting shall determine remuneration of the liquidator(s).

42 ALLOCATION OF THE LIQUIDATION PROCEEDS

- 42.1 After the settlement of all debts, expenses and liquidation costs, any remaining proceeds shall first be used to pay back, in cash or in kind, the paid-up and not yet repaid capital to shareholders.
- 42.2 The balance, if any, shall be divided equally amongst the shareholders.
- 42.3 If the net proceeds are not sufficient to reimburse all shareholders, the liquidator(s) shall give priority to those shares which are paid-up to a greater extent until they are on an equal footing with those shares which are less paid-up or, alternatively, they can issue additional calls for capital to the holders of the latter.

PART VII - GENERAL PROVISIONS

43 ADDRESS FOR SERVICE

- 43.1 For the duration of their term of office, all directors, managing directors, managers, members of the management committee and liquidators residing abroad shall be deemed to have elected domicile at the company's registered office, where all summonses and notifications regarding the company's affairs and the liability of

management may be validly served, with the exception of notices of meetings, which shall be sent in accordance with the relevant provisions of these articles of association.

- 43.2 The holders of registered securities must inform the company of any change of address. Failing such, they shall be deemed to reside at their last known address.

44 **ARBITRATION**

All disputes between the company, its shareholders, bondholders, the holders of bonus shares or warrants, directors, managing directors, managers, members of the management committee, auditor(s) and liquidators regarding the company's affairs or the interpretation and execution of the present articles of association shall be definitively settled in accordance with the United Nations Commission on International Trade Law ("**UNCITRAL**") arbitration rules by an arbitrator appointed by the company. The arbitral proceedings shall be conducted in English. The arbitrator shall meet in London.