

Company No: 01860680

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION
of
ZURICH FINANCIAL SERVICES (UKISA) LIMITED
(Company)**

Circulation date: 9 April 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and Article 74 of the Articles of Association of the Company, the Directors of the Company propose that the following resolution be passed as a special resolution of the Company (**Resolution**).

Special Resolution

THAT the Company, be, and is by this resolution, authorised and directed to subscribe, no later than 31 July 2021, for such number of ordinary shares, at par value, in the capital of Zurich Employment Services Limited (**ZES**), as, in aggregate, is equivalent in value to Dunbar Asset Limited's section 75 debt obligation (**DA's Section 75 Debt**) to the Zurich Financial Services UK Pension Scheme (**Scheme**) as at, or around, 30 April 2021, as shall be determined by the Scheme actuary, Barnett Waddingham, for the purpose of funding ZES to settle and discharge, in full, DA's Section 75 Debt.



Statutory Statement regarding signifying agreement and date by which resolutions must be passed

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the sole member of the Company entitled to vote on the Resolution on 9 April 2021, irrevocably agrees to the Resolution:

DocuSigned by:
Harry Hanscomb
B97BEAC61AD443A
.....
Director
For and on behalf of
Allied Zurich Holdings Limited

15/4/2021 | 11:59 AM BST
.....
Date

Notes

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by:

- **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to Ann.Blundell@uk.zurich.com. Please enter "Written resolution circulated 9 April 2021" in the e-mail subject box.

If you do not agree with 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. Pursuant to the Companies Act 2006, unless, by 7 May 2021, 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 during this date. The agreement of a member to a written resolution proposed under the Companies Act 2006 is ineffective if signified after this date.