

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING
of
REASSURE MIDCO LIMITED
(the "Company")

SATURDAY



We, being the sole eligible member of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by inserting the following new article as article 39 of the articles of association and that new articles of association incorporating such amendment be adopted in the form set out in Schedule 1.

39. PROCEDURE FOR DISPOSING OF FRACTIONS OF SHARES


39.1 This article 39 applies where:

- (a) there has been a consolidation or division of shares; and
- (b) as a result, members are entitled to fractions of shares.

39.2 The directors may:

- (a) sell the shares representing the fractions to any person including (subject to the Act) the Company for the best price reasonably obtainable;
- (b) authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and
- (c) distribute the net proceeds of sale in due proportion among the holders of the shares.

- 39.3 The person to whom the shares are transferred is not obliged to ensure that any purchase money is received by the person entitled to the relevant fractions.
- 39.4 The transferee's title to the shares is not affected by any irregularity in or invalidity of the process leading to their sale.

Signed 

Name MATTHEW CUHLS

Signed 

Name PAUL SHAKESPEARE

For and on behalf of: **Swiss Re ReAssure Midco Limited**

Dated: 11/04/19