

Company No. 05548342

RESOLUTION IN WRITING

of

ACE EUROPEAN HOLDINGS NO 2 LIMITED (the "Company")

21 DECEMBER 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution be passed as a special resolution (the "Resolution"):

SPECIAL RESOLUTION

Reduction of share capital by the cancellation of fully paid shares and cancellation of the share premium account

That the existing share capital of the company be reduced from £152,983,215 divided into 152,983,215 ordinary shares of £1 each to £100 divided into 100 ordinary shares of £1 each, by: cancelling and extinguishing 152,983,115 ordinary shares of £1 each of the Company which are registered in the name of ACE European Holdings Limited; and that the share premium account of the Company of £263,089,766 be cancelled and that the amount of such reductions be credited to the reserves of the Company (the "Share Capital Reduction").

AGREEMENT¹

The undersigned, sole shareholder, entitled to vote on the above resolution on 21 December 2017 hereby irrevocably agrees to the Resolution.

Signed

Print name:


ANDREW KENDRICK

For and on behalf of ACE European Holdings Limited

Dated: 21 December 2017



For and on behalf of

Chubb London Services Limited
Company Secretary

THURSDAY



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COMPANIES HOUSE

¹ Please read the notes at the end of this document before signifying your agreement to the Resolution.

NOTES:

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company either by hand or by post to the Company Secretary at 100 Leadenhall Street, London, EC3A 3BP or by email to maggie.mellor@Chubb.com
2. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. The Resolution must be passed within 15 days of the date of circulation. Unless, by 5 January 2018, 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 by this date.
5. A copy of the Resolution has been sent to the auditors.