

**Company Number: 6578719**

**The Companies Act 2006  
Private Company Limited by Shares**

**Written Resolution  
of  
Arthur J Gallagher Holdings (UK) Limited  
(the Company)**

Circulation Date: 27 March 2019

**Special Resolutions**

- 1 That, following receipt of a solvency statement signed by the directors of the Company, the issued share capital of the Company be reduced from £644,237,115, comprising 644,237,115 ordinary shares of £1 each, to 448,368,693 ordinary £1 shares, by cancelling in full 195,868,422 ordinary shares of £1 each and crediting an amount of £195,868,422 to distributable reserves, and that such reduction shall take effect upon registration of a copy of the required directors' solvency statement, a statement of capital and a copy of this resolution by the Registrar of Companies.
- 2 That 70% of the Company's share premium account of £253,849,580, i.e. £177,694,706, be cancelled and converted to distributable reserves, and that such reduction shall take effect upon registration of a copy of the required directors' solvency statement, a statement of capital and a copy of this resolution by the Registrar of Companies.

**AGREEMENT**

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

We, the undersigned, being the person entitled to vote on the above resolutions, hereby irrevocably agree to the Special Resolutions.

Signed by:



Name:

Authorised Signatory

For and on behalf of Arthur J. Gallagher & Co

Date: March 2019 at 12.15 pm



### Notes:

1. If you agree with the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy marked "For the attention of the Company Secretary, Arthur J Gallagher Holdings (UK) Limited, The Walbrook Building, 25 Walbrook, London, EC4N 8AW".
- **By Post:** returning the signed copy by post marked "For the attention of the Company Secretary, Arthur J Gallagher Holdings (UK) Limited, The Walbrook Building, 25 Walbrook, London, EC4N 8AW".
- **By E-mail:** returning the signed copy to [alistair.peel@ajg.com](mailto:alistair.peel@ajg.com) "For the attention of the Company Secretary, Arthur J Gallagher Holdings (UK) Limited".

If you do not agree to the Special Resolutions, 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 resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the circulation date above, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.