

**AON UK HOLDINGS LIMITED**  
(the Company)

**WRITTEN RESOLUTIONS** of the Board of Directors of **Aon UK Holdings Limited**

We, the undersigned, being all of the directors of the Company entitled to receive notice of meetings of the directors of the Company, having carefully considered the matters set out below and the documents attached to this resolution, and having formed the opinion that the Capital Reduction (as defined below) is appropriate and in the best interests of the Company for the benefit of the members as a whole having regard (amongst other matters) to the matters referred to in section 172 of the Companies Act 2006, hereby pass the following resolutions pursuant to the Company's current articles of association and agree that such resolutions shall, for all purposes, be valid and effective as if the same had been passed by the directors at a duly convened meeting of the Board of Directors of the Company.

**WHEREAS**

1. It is proposed that a capital reduction be carried out by way of the solvency statement procedure under section 641 (1) (a) of the Companies Act 2006 (the **Capital Reduction**) which requires all directors to sign a statement of solvency (the **Solvency Statement**) and the shareholders to approve by way of a special resolution (the **Resolution**).
2. Subject to appropriate shareholder consent it is proposed that under the Capital Reduction, the Company's entire share premium of £2,116,600,000 be cancelled with the proceeds from such reduction being credited to the Company's distributable reserves.
3. The Company's current articles of association do not restrict or prohibit the Company from lawfully reducing its share capital reserves.
4. The Solvency Statement must be made in the prescribed form and contain the information set out in section 643 of the Companies Act 2006 which requires the directors to confirm that they have formed the opinion, as regards the Company's situation at the date of the statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts as they fall due during the year immediately following that date (the **Solvency Statement**).
5. The Solvency Statement must be signed by each of the directors, on the same day no more than 15 days before the special resolution approving the Capital Reduction is passed and a statement of compliance from the directors confirming this is also required (the **Confirmation Statement**).

**DOCUMENTS PROVIDED FOR INFORMATION**

The following documents Have been provided to the directors for review:

- (i) A copy of a financial summary prepared by Controllershship showing the Company's current position and supporting analysis confirming that the Company is expected to remain solvent in the foreseeable future;
- (ii) A copy of the Solvency Statement;
- (iii) A copy of the Written Resolution;
- (iv) A copy of the Confirmation Statement; and
- (v) A draft Form SH19 (statement of capital) detailing the issued share capital of the Company post implementation of the proposed Capital Reduction.

**DIRECTORS' INTERESTS**

By signing these resolutions, each director declares that in accordance with section 177 of the Companies Act 2006 and the articles of association, they have declared the nature and extent of their interest (if any) in the proposed transactions or arrangements being considered herein. If any director has any other interest in the proposed transactions or arrangements, he or she confirms by signing this resolution that he or she has delivered written notice of such interest to the other directors of the Company in accordance with section 184 of the Companies Act 2006. The directors have disclosed that they are also directors of other wholly owned group entities, including the Company's sole shareholder, Aon UK Holdings Intermediaries Limited.

**RESOLUTIONS****It is hereby resolved that**

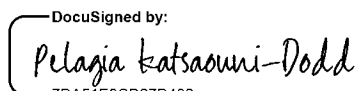
1. the proposed Capital Reduction be approved;
2. the directors make the Solvency Statement;
3. the Written Resolution be approved and recommended to the Company's sole shareholder for signature accompanied by the Solvency Statement;
4. that a copy of the Written Resolution be sent to the Company's auditors;
5. subject to the passing of the Written Resolution,
  - (a) the Capital Reduction be effected;
  - (b) the amount of capital so reduced to be credited to the Company's distributable reserves;
  - (c) that any director or secretary of the Company file, within 15 days of the Written Resolution being passed, a copy of the resolution, the signed Solvency Statement, Form SH19, the Confirmation Statement and the Revised Articles with the Registrar of Companies;
  - (d) every director of the Company be each and severally authorised to do all acts and things so as to carry into effect the purposes of the foregoing resolutions and to sign and deliver on behalf of the Company any and all documents which may be required pursuant to or in connection with the Capital Reduction and the foregoing resolutions; and
  - (e) each director and / or the Company's secretary be authorised to make all necessary and appropriate entries in the books and registers of the Company, to cancel and issue share certificates as required and to file with the Registrar of Companies all necessary documents in connection with the above business, in each case in such manner or form as such director and, where applicable, the secretary of the Company, may in their absolute discretion think fit.

[Signature Page follows]

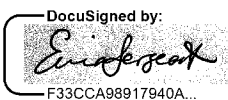
**Signed by all the Directors of Aon UK Holdings Limited**

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Nicholas John Hardman  
Date: 15 July 2022

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Pelagia Katsaouni-Dodd  
Date: 15 July 2022

DocuSigned by:  


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Erica Margaret Sergeant  
Date: 15 July 2022