

**PRIVATE COMPANY LIMITED BY SHARES**

**SHAREHOLDER WRITTEN RESOLUTION**

of

**CHUBB CAPITAL LTD**  
**(the "Company")**

**18 NOVEMBER 2019**

FRIDAY



LD1 \*L8J80HRE\* 29/11/2019 #54  
COMPANIES HOUSE

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***

That the existing share capital of the company be reduced from £37,837,209 divided into 37,837,209 ordinary shares of £1 each to £2 divided into 2 ordinary shares of £1 each, by cancelling and extinguishing 37,837,207 ordinary shares of £1 each of the Company which are registered in the name of Chubb INA International Holdings Ltd and that the amount of such reductions be credited to the reserves of the Company (the "Share Capital Reduction").

**AGREEMENT<sup>1</sup>**

The undersigned, sole shareholder, entitled to vote on the above resolution on 18 November 2019 hereby irrevocably agrees to the Resolution.

Signed for and on behalf of  
Chubb INA International Holdings Ltd

Theresa A. Chicago  
Vice President

November 26, 2019  
Date

The above special resolution was passed by the sole member of the Company as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 26 November 2019.

[Signature]  
Secretary

**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 Rowan.Hostler@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 3 December 2019, 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.

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