

NATIONALE-NEDERLANDEN INTERNATIONALE SCHADEVERZEKERING SE (THE "COMPANY")

(Registered number: SE000120)

WRITTEN RESOLUTION OF THE BOARD OF DIRECTORS

1. WRITTEN RESOLUTION

This is a written resolution of the board of directors in accordance with paragraph 114 of the Company's statutes.

2. BACKGROUND

The directors have been sent the following documents to approve the transfer of the entire issued share capital of the Company from NN Group N.V. (the "**Seller**") to Randall & Quilter II Holdings Limited (the "**Buyer**") (the "**Transaction**") and to complete the necessary formalities in connection with such transfer:

- (a) a duly executed stock transfer form transferring 617,460 ordinary shares of €5 each from the Seller to the Buyer;
- (b) letters of resignations from Kees Alex Arkema and Sergio Bruna as directors of the Company; and
- (c) a written decision of the sole member appointing the following directors:

Kenneth Randall

Mark Langridge

Mike Glover

Alan Pollard

Ian Rigaud Barrett

Richard Finney

Gregg Jarvis

THURSDAY



The directorship appointments will take effect from the later of the date of the written decision of the sole member and the date on which any necessary regulatory approval is obtained.

3. DECLARATION OF INTEREST


Each director confirms that he had no interest (direct or indirect) in the Transaction which he was required to disclose by section 177 or 182 of the Companies Act 2006, paragraph 108 of the Company's statutes, or otherwise.

4. RESOLUTION


The directors hereby resolve that:

- (a) the Transaction is hereby approved;
- (b) *subject only to the stock transfer form being duly stamped, the name of the transferee be entered in the Register of Members of the Company;*

- (c) subject to (b) above having occurred, any two directors or any director signing in the presence of an attesting witness are authorised to execute a share certificate and issue it to the transferee;
- (d) the written resignations of Kees Alex Arkema and Sergio Bruna as directors of the Company be accepted;
- (e) the registered office of the Company be changed to 71 Fenchurch Street, London EC3M 4BS; and
- (f) Gordon Langley be instructed to arrange for the following returns to be made to the Registrar of Companies:
 - (i) Form SE AP01 (appoint director), once the directorship appointments take effect;
 - (ii) Form SE TM01 (termination of appointment of director); and
 - (iii) Form AD01 (change of registered office).

Signed: 
Sergio Bruna

Date: 28 FEBRUARY 2019

Signed: 
Kees Alex Arkema

Date: 28 FEBRUARY 2019