

Company Number: 2641728

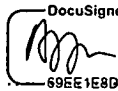
PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
QBE EUROPEAN OPERATIONS PLC
(the "Company")
(Circulated on 26 April 2021)**

Pursuant to the Chapter 2 of Part 13 of the Companies Act 2006, the sole shareholder of the Company proposes that the following resolution is passed as a special resolution (the "Resolution"):

SPECIAL RESOLUTION

THAT, in accordance with section 551 of the Companies Act 2006 ('CA 2006'), the directors of the Company be generally and unconditionally authorised to allot (i) 139,496,028 Ordinary "A" Shares in the Company at a nominal sterling value of £0.38 per share; and (ii) 429,453,009 Ordinary "B" Shares in the Company at a nominal sterling value of £0.38 per share; to the Company's sole shareholder, QBE Insurance Holdings Pty Limited. Unless previously renewed, varied or revoked by the Company in a general meeting, the authority conferred by this resolution shall apply for a period expiring five years after the date on which this resolution is passed.

DocuSigned by:

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Alexandra Smith

Company Secretary

27 April 2021

