



A16 *A882YXHU* #235
21/06/2019
COMPANIES HOUSE

THREE LIONS UNDERWRITING LIMITED

(Registered in England No. 04516776)

WRITTEN RESOLUTION

CIRCULATION DATE: 12th June 2019

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolutions are to be passed as an ordinary resolution in accordance with section 282 of the Companies Act 2006:

ORDINARY RESOLUTION

THAT the Board be authorised to issue new ordinary shares of £1 each in the capital of the Company up to a maximum amount of 950,000 ordinary shares of £1 each

By Order of the Board:

D. Milman

12th June 2019

Director/Secretary

Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows:
 - (a) A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution.
 - (b) The document must be sent to the Company in hard copy form or in electronic form in one of the following ways:
 - (i) By Hand: Delivering the signed copy to Plantation Place - Third Floor, 30 Fenchurch Street, London, England, EC3M 3AJ
 - (ii) Post: Returning the signed copy by post to Michael Mendelowitz, Plantation Place - Third Floor, 30 Fenchurch Street, London, England, EC3M 3AJ
 - (iii) E-mail: By attaching a scanned copy of the signed document to an e-mail and sending it to Michael.Mendelowitz@ergoinsurance.co.uk. Please enter "Written Resolution dated 12th June 2019" in the e-mail subject box.
 - (c) A member's agreement to a written resolution, once signified, may not be revoked.
 - (d) A written resolution is passed when the required majority of eligible members has signified their agreement to it.
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006).

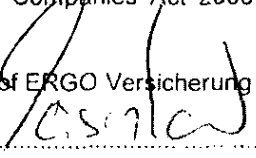
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which names of the joint holder appear in the Register of Members.
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

For and on behalf of ERGO Versicherung AG in its capacity as the sole eligible member of the Company:

- 1 We confirm that we have received a copy of the above written resolution in accordance with section 291 Companies Act 2006; and
- 2 Hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as an ordinary resolution.

For and on behalf of ERGO Versicherung AG, acting by two authorised signatories:

Signature: 

Name: Ralph Eisenhauer

Position: Member of Board of Management

Date: 12th June 2019

Signature: 

Name: Dirk Niemann.....

Position: Head of ERGO Versicherung AG, UK Branch

Date: 12th June 2019