

**CNA INSURANCE COMPANY LIMITED (the Company)**

(Registered in England - No. 00000950)

**WRITTEN RESOLUTION**

**ORDINARY RESOLUTION**

**CIRCULATION DATE:** 10 November 2022



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

**Ordinary Resolution**

**THAT**, in accordance with section 551 Companies Act 2006 (**CA 2006**) and Article 29.1 of the Articles of Association of the Company, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company on and subject to such terms as the Directors may determine up to an aggregate nominal amount of £125,000,000, provided that:

- (a) unless previously revoked, varied or renewed by the Company, this authority will expire on 1 November 2023; and
- (b) this authority replaces all subsisting authorities previously granted to the Directors for the purposes of section 551 CA 2006 and Article 29.1 of the Articles of Association of the Company, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

By Order of the Board pursuant to a written resolution passed on 10 November 2022.

*Please read the notes at the end of this document before indicating your agreement to the Resolution by completing and signing below.*

**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 Resolution.

You can choose to agree to the Resolution or not. If you agree, please signify your agreement by signing and dating this document where indicated above and returning it to the Company in one of the following ways:

- By Hand: Delivering the signed copy to the Company secretarial team at 20 Fenchurch Street, London EC3M 3BY;
  - Post: Returning the signed copy by post to the Company secretarial team at 20 Fenchurch Street, London EC3M 3BY;
  - Electronically: By adding your electronic signature to the Resolution via AdobeSign,
- in each case to arrive on or before 14 November 2022.
- 2 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 Resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006), therefore the Resolution will lapse 28 days after the circulation date if not passed by that date. If you agree to the Resolution, please ensure that this document reaches us before or on this date. Any duly signed Resolution received after that date will not be counted.
  - 4 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.
  - 5 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.
  - 6 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.
  - 7 Once you have signified your agreement to the Resolution by signing and returning this document to the Company you may not revoke your agreement.

#### **AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

We being an eligible member of the Company:

- 1 confirm 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

Signature:  .....

Name: **David Stevens** .....

*For and on behalf of CNA Europe Holdings Limited*

Date: **Nov 10, 2022** .....