

Company Number 585729

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CHUBB GROUP LIMITED

(the "Company")

On 25 June 2012 the following resolutions were duly passed of which resolution 1 was passed as an ordinary resolution and resolution 2 as a special resolution

ORDINARY RESOLUTION

1. That, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £2,800 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 May 2013 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

SPECIAL RESOLUTION

2. THAT clause 5 formerly contained in the Company's Memorandum of Association (statement of authorised share capital) be and is hereby deleted so that the Company's Articles of Association shall no longer contain any restriction with respect to the maximum share capital which may be allotted thereunder



Director/Secretary

