

SPECIAL AND ORDINARY RESOLUTIONS
OF
CHUBB EUROPEAN GROUP PLC (the "Company")
Passed on 11 June 2018

At the Annual General Meeting of the Company duly convened and held at 100 Leadenhall Street, London, EC3A 3BP on 11 June 2018 at 3.45 p.m. the following resolutions were duly passed as special and ordinary resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the terms of merger produced to the meeting and initialled by the Chairman for the purposes of identification be and are hereby approved and that the directors of the Company or a duly authorised representative thereof be and is hereby authorised to take all such steps as they consider necessary or appropriate in relation to thereto.
2. **THAT** the statutes produced to the meeting and initialled by the Chairman for the purposes of identification, be adopted as the new statutes of the Company on its change of legal form to Societas Europea, to the exclusion of the Company's existing articles of association.

ORDINARY RESOLUTIONS

3. **THAT** subject to the issuance by the High Court of a court order confirming compliance with Article 26 of Council Regulation No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE), the fixed nominal value of the 786,119,879 existing ordinary shares of GBP 1.00 each in the issued share capital of the Company be converted from pounds Sterling (GBP) to Euro (EUR) in accordance with the procedure under section 622 and section 623 of the Companies Act 2006 and at a rate of GBP1.00: EUR1.14 being the rate resulting from the average of the closing spot exchange trades on 31 May 2018 and the opening spot exchange rates on 1 June 2018 as published on XE.com (the "**Redenomination Resolution**").

For and on behalf of
Chubb London Services Limited

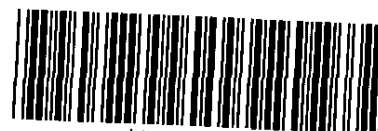


Director / Secretary

Company Secretary

REGISTERED OFFICE

100 Leadenhall Street
London
EC3A 3BP



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21/06/2018 #44
COMPANIES HOUSE