



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CHUBB EUROPEAN GROUP LIMITED
(the "Company")

19 MARCH 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**"):

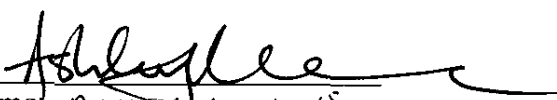
SPECIAL RESOLUTION


Cancellation of the share premium account

That the share premium account of the Company of £682,834,471 be cancelled and that the amount of the share premium account so cancelled be credited to the reserves of the Company (the "**Share Premium Cancellation**").

AGREEMENT¹

The undersigned, all the shareholders entitled to vote on the above resolution on 19 March 2018, hereby irrevocably agree to the Resolution.

Signed 
Print name: ASHLEE MULLINS
for and on behalf of ACE European Holdings Limited
Dated: 19 March 2018

Signed 
Print name: ANDREW METRICK
for and on behalf of ACE European Holdings No 2 Limited
Dated: 19 March 2018

¹ Please read the notes at the end of this document before signifying your agreement to the Resolution.

Signed 

Print name: Rowan Hostler

for and on behalf of Chubb Insurance Investment Holdings Ltd

Dated: 19 March 2018

Signed 

Print name: Ashley Mullins

for and on behalf of Chubb Insurance S.A.-N.V.

Dated: 19 March 2018

NOTES:

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company either by hand or by post to the Company Secretary at 100 Leadenhall Street, London, EC3A 3BP or by email to ChubbEuropeSecretariat@chubb.com
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. The Resolution must be passed within 15 days of the date of circulation. Unless, by 3 April 2018, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or by this date.
5. A copy of the Resolution has been sent to the auditors.