

**RIVER RE LIMITED****Written resolutions of the board of directors**

We, the undersigned, being the directors of the Company hereby:

1. REDUCTION OF SHARE CAPITAL

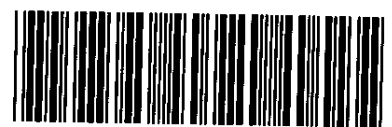
NOTE THAT, by reference to the Company's draft financial statements for the year ended 31 December 2022, the Company has 125,000,000 ordinary shares of £1.00 each issued to AXA DBIO II Holding S.a.r.l, such having an aggregate paid-up value of £125,000,000.

NOTE THAT written form resolutions (the "Written Resolutions") (copy appended) are to be circulated to the members for their consideration and signature whereby it is resolved that the issued share capital of the Company be and is hereby reduced from £125,000,000 divided into 125,000,000 ordinary shares of £1.00 each, to £30,000,000 divided into 30,000,000 shares of £1.00 each by cancelling the paid-up share capital on 95,000,000 ordinary shares of £1.00 each in the capital of the Company.

Accordingly, RESOLVE THAT:

- (a) the directors recommend to the members of the Company that they approve the Written Resolutions; and
- (b) the directors be and are hereby authorised to sign a Solvency Statement (copy appended) under Section 643 of the Companies Act 2006; and
- (c) upon the Written Resolutions being signed by the requisite number of members:
  - (i) the directors be and are hereby authorised to sign a Directors' Compliance Statement (copy appended), confirming that the Written Resolutions had been passed no more than 15 days after the Directors' Solvency Statement had been signed;
  - (ii) the Company Secretary be instructed to file a copy of the Written Resolutions, the Solvency Statement, the Directors' Compliance Statement and Form SH19 (Statement of Capital) at Companies House; and
  - (iii) any Director or the Company Secretary be and are authorised to do all such acts and things so as to carry into effect the purposes of the above resolutions on behalf of the Company.

TUESDAY



\*AC3N7WJ4\*

A05

16/05/2023

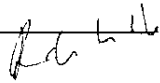
#103

COMPANIES HOUSE

Signed by Alain de Lavernette  
05/02/2023

Alain de Lavernette Signed with

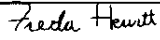
Date:  universign



Signed by Freda Hewitt  
05/02/2023

Freda Hewitt Signed with

Date:  universign



Signed by Jennifer Lejeune  
05/02/2023

Jennifer Lejeune Signed with

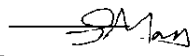
Date:  universign



Signed by Shane May  
05/02/2023

Shane May Signed with

Date:  universign



Signed by William Bower  
05/02/2023

William Bower Signed with

Date:  universign

