

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION OF**  
**CARDIF INSURANCE HOLDINGS PLC (the "Company") 02713318**

(Adopted by Special Resolution passed on 30 June 2022)



**1. PRELIMINARY**

- 1.1 Subject as hereinafter provided the Regulations contained in Table A in the Companies (Table A to F) Regulations 1985 ("Table A") as amended by SI 2007/2541 and SI 2007/2826 shall apply to the Company.
- 1.2 Regulations 20, 41, 64, 73 to 80 inclusive, 82, 88 and 94 to 97 inclusive of Table A shall not apply to the Company.

**2. DEFINITIONS AND INTERPRETATION**

- "Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;
- "Articles" means these Articles of Association as from time to time amended;
- "Company" means Cardif Insurance Holdings plc;
- "General Meeting" means both General and Annual General Meeting;

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

**3. OBJECTS**

The Company's objects are:

- 3.1 To carry on the business of a general commercial company.
- 3.2 To carry on any other business which in the opinion of the Company, may be capable of being conveniently or profitably carried on in connection with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- 3.3 To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- 3.4 To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trademarks, concessions and inventions and to use and turn to

account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

- 3.5 To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- 3.6 To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- 3.7 To enter into arrangements for joint workings in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- 3.8 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- 3.9 To sell, improve, manage, develop, turn to account, let on rent or royalty or share of profits or otherwise, grant licences or easements or other rights in or over, or in any other manner deal with or dispose of the undertaking and all of any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- 3.10 To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- 3.11 To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- 3.12 To lend and advance money or give credit on any terms and with or without security to any company, firm or person (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company, firm or person (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- 3.13 To borrow or raise money in any manner and to secure the repayment of any money borrowed raised, or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.14 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- 3.15 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.16 To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- 3.17 To distribute among the members of the Company in kind any property of the Company of whatever nature.
- 3.18 To pay all or any expenses in connection with the promotion, formation and incorporation of the Company, or to contract with any company, firm or person to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- 3.19 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in any such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

#### **4. LIABILITY OF MEMBERS**

The liability of the Members is limited to the amount, if any, unpaid on the shares held by them.

#### **5. NAME**

The Company may change its name by Ordinary Resolution.

#### **6. SHARES**

- 6.1 The Company's share capital is £45,000,000 divided into 42,500,000 Ordinary Shares of £1 each and 2,500,000 Cumulative Redeemable Preference Shares of £1 each.
- 6.2 All unissued shares which are comprised in the authorised share capital shall be under the control of the Directors and for the purposes of Section 551 of the Act the Directors are unconditionally authorised to exercise the power of the Company to allot shares, grant options over or otherwise dispose of the same to such persons and on such terms as they think fit at any time or times during the period of five years from the date of adoption of these Articles and the Directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period.

The authority given above may be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

#### **6.3 Power to Issue Different Classes of Shares**

- 6.3.1 Subject to the Articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by Ordinary Resolution.
- 6.3.2 The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the Directors may determine the terms, conditions and manner of redemption of any such shares.
- 6.4 **Preference Shares**
  - 6.4.1 The Preference Shares
    - 6.4.1.1 carry a cumulative preferential dividend at the Specified Rate (as defined in 6.4.2 below) on the capital for the time being paid up thereon payable half yearly on the on the thirtieth day of June and the thirty-first day of December in each year in respect of the half years ending on those dates; but so that if any Preference Shares shall not have been paid up in full throughout the half year the dividend on that Preference Share shall be apportioned and paid proportionately to the amount paid up on the shares during any portion or portions of that half year;
    - 6.4.1.2 on a winding up or repayment of capital shall entitle the holders to repayment of the capital paid up thereon (together with a sum equal to any arrears or deficiency of the said dividend, whether declared or earned or not, calculated down to the date of return of capital) in priority to any payment to the holders of the Ordinary Shares; but
      - 6.4.1.2.1 shall not entitle the holders to any further or other participation in the profits or assets of the Company; and
      - 6.4.1.2.2 shall not entitle the holders to receive notice of or attend or vote at any general meeting.
  - 6.4.2 In 6.4.1.1 above "Specified Rate" means:
    - 6.4.2.1 in relation to the dividend for the half year ending 31 December 1992 the rate of 9.328125 per cent per annum; and
    - 6.4.2.2 in relation to the dividend for any subsequent half year such rate as with the Associated Tax Credit in relation to such dividend shall be equivalent to 1.5% per annum above the rate quoted by Barclays bank PLC to leading banks in the London Interbank Market on or about 11 a.m. London time on the first Business day of the calendar year in which that half year falls for the offering of a deposit of £1,000,000 sterling for a period of twelve months commencing on such first Business Day, where "Business Day" means a day on which Sterling deposits may be dealt in on the London Interbank Market between commercial banks. The certificate of Barclays Bank PLC in relation thereto shall be conclusive in the absence of manifest error.
  - 6.4.3 The creation of further shares ranking in any respect in priority to or pari passu with the Preference Shares shall be deemed to constitute a variation of the special rights attaching to the Preference Shares.
  - 6.4.4 The Preference Shares shall be liable to be redeemed in accordance with the following provisions:
    - 6.4.4.1 The Company may at any time give not less than one month's previous notice in writing (a "Redemption Notice") to the holders of the Preference Shares of its intention to

redeem all or any part of the Preference Shares which have been issued and are fully paid up on a date ("the Redemption Date") which shall be specified in the Redemption Notice.

- 6.4.4.2 In the event of the Company determining to redeem a part only of the Preference Shares those to be redeemed shall be a rateable proportion (as nearly as practicable without involving fractions of a share) of each holding of such shares on the Redemption Date.
- 6.4.4.3 On the Redemption Date the Company shall be entitled and bound to redeem the Preference Shares specified in the Redemption Notice at par and to pay the dividend which shall have accrued on them down to the Redemption Date against delivery to the Company of the certificates for the shares to be redeemed, and shall issue free of charge fresh certificates for any unredeemed shares.
- 6.4.4.4 The Preference Shares to be redeemed shall cease to rank for dividend on the Redemption Date unless on the certificates for the Preference Shares being tendered to the Company it shall fail to effect such redemption.
- 6.4.4.5 No Preference Shares shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption.
- 6.4.4.6 All provisions of the Act related to the redemption of shares and the creation or increase where requisite of a capital redemption reserve shall be duly observed.

## **6.5 Forfeiture of Shares**

If a share is forfeited pursuant to Regulation 19 of Table A it may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Directors think fit subject always to the provisions of Section 662 of the Act. Where for the purposes of its disposal a forfeited share is to be transferred to any person the Directors may authorise some person to execute an instrument or transfer of the share to that person

## **6.6 Procedure for Declaring Dividends**

- 6.6.1 The Company may by Ordinary Resolution declare dividends, and the Directors may decide to pay interim dividends. A dividend must not be declared unless the Directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the Directors.
- 6.6.2 Unless the members' resolution to declare or Directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it.
- 6.6.3 If the Directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

## **6.7 No interest on Distributions**

- 6.7.1 The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- 6.7.1.1 the terms on which the share was issued, or
- 6.7.1.2 the provisions of another agreement between the holder of that share and the Company.

## **7. AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS**

- 7.1 Subject to the Articles, the Directors may, if they are so authorised by an Ordinary Resolution:
  - 7.1.1 decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and
  - 7.1.2 appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.
- 7.2 Capitalised sums must be applied:
  - 7.2.1 on behalf of the persons entitled, and
  - 7.2.2 in the same proportions as a dividend would have been distributed to them.
- 7.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 7.4 A capitalised sum which was appropriated from profits available for distribution may be applied:
  - 7.4.1 in or towards paying up any amounts unpaid on existing shares held by the persons entitled, or
  - 7.4.2 in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 7.5 Subject to the Articles the Directors may:
  - 7.5.1 apply capitalised sums in accordance with 7.3 and 7.4 partly in one way and partly in another;
  - 7.5.2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this Article (including the issuing of fractional certificates or the making of cash payments); and
  - 7.5.3 authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this Article.

## **8. GENERAL MEETINGS**

### **8.1 Notices**

- 8.1.1 Every notice convening a General Meeting shall comply with the provisions of Section 325(1) of the Act as to giving information to members in regard to their right to appoint

proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the auditors for the time being of the Company.

## **8.2 Quorum**

- 8.2.1 The words "at the time when the Meeting proceeds to business" shall be inserted at the end of the first sentence of Regulation 40 of Table A.
- 8.2.2 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.
- 8.2.3 No business other than the appointment of the Chairman of the Meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

## **8.3 Votes of Members**

- 8.3.1 If any member or other person appearing to be interested in any shares registered in the name of such member in any account in the register of members of the Company is in default in supplying within 28 days of the date of service of the notice from the Company requiring such member or other person to supply to the Company in writing all or any of such information as is referred to in Section 793 of the Act, such member shall for such period as default of such member or other person shall continue, not be entitled, without the prior written consent of the Directors, to vote or to exercise any right conferred by membership in relation to the meetings of the Company in respect of all the shares for the time being registered in the account of the register of members of the Company in respect of which such notice was served. For the purpose of this Article a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification under the said Section 793 which fails to establish the identities of those interested in the shares and if (after taking into account the said notification and any other relevant Section 793 notification) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares.

## **8.4 Amendments to Resolutions**

- 8.4.1 An Ordinary Resolution to be proposed at a General Meeting may be amended by Ordinary Resolution if:
  - 8.4.1.1 notice of the proposed amendment is given to the Company Secretary in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than one hour before the Meeting is to take place (or such later time as the Chairman of the Meeting may determine), and
  - 8.4.1.2 the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the Resolution.

## **9. DIRECTORS**

### **9.1 Number and Appointment**

9.1.1 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and in accordance with Section 154 of the Act the minimum number of Directors shall be two.

9.1.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:

9.1.2.1 By ordinary resolution; or

9.1.2.2 By a decision of the Directors.

## **9.2 Committees**

9.2.1 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

## **9.3 Powers and Responsibilities**

9.3.1 The Directors may exercise all the powers of the Company to borrow without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 551 of the Act to grant any mortgage charge or standard security over its undertaking property and uncalled capital or any part thereof and to issue debentures debenture stock or any other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

## **9.4 Proceedings of Directors**

9.4.1 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes.

9.4.2 In the case of equality of votes, the Chairman or other Director chairing the meeting has a second or casting vote.

## **9.5 Conflicts of Interest**

9.5.1 If a Directors' Meeting, or part of a Directors' Meeting, is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in that meeting, or part of a meeting, for quorum or voting purposes.

9.5.2 But if 9.5.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in a decision at a Directors' Meeting, or part of a Directors' Meeting, relating to it for quorum and voting purposes.

9.5.3 This paragraph applies when:

9.5.3.1 the Company by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in, or voting at, a Directors' Meeting; or



9.5.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

9.5.3.3 the Director's conflict of interest arises from a permitted cause.

9.5.4 For the purposes of this Article, the following are permitted causes:

9.5.4.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries; and

9.5.4.2 subscription, or an agreement to subscribe, for shares or other securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and

9.5.4.3 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.

9.5.5 Subject to 9.5.6, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Director other than the chairman is to be final and conclusive.

9.5.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **9.6 Remuneration**

Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the company is interested.

## **10. DIRECTORS' WRITTEN RESOLUTIONS**

### **10.1 Proposing**

10.1.1 Any Director may propose a Director's Written Resolution.

10.1.2 The Company Secretary must propose a Directors' Written Resolution if a Director so requests.

10.1.3 A Directors' Written Resolution is proposed by giving notice of the proposed resolution to the Directors. The Notice must include the proposed resolution and the date and time by which it is proposed that the Directors should adopt it.

10.1.4 Notice of a proposed Directors' Written Resolution must be given in writing to each Director.

10.1.5 Any decision which a person giving notice of a proposed Directors' Written Resolution takes regarding the process of adopting that Resolution must be taken reasonably in good faith.

## **10.2 Adoption of Directors' Written Resolutions**

- 10.2.1 A proposed Directors' Written Resolution is adopted when all the Directors who would have been entitled to vote on the resolution at a Directors' meeting have signed one or more copies of it, provided that those Directors would have formed a quorum at such a meeting.
- 10.2.2 It is immaterial whether any Director signs the resolution before or after the time by which the notice proposed that it should be adopted.
- 10.2.3 Once a Directors' Written Resolution has been adopted, it must be treated as if it had been a decision taken at a Directors' meeting in accordance with the Articles.
- 10.2.4 The Company Secretary must ensure that the Company keeps a record, in writing, of all Directors' Written Resolutions for at least ten years from the date of their adoption.

## **11. INDEMNITY**

In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

## **12. INSURANCE**

- 12.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
- 12.2 In this Article:
  - 12.2.1 a "relevant Director" means any Director or former Director of the Company or an associated company,
  - 12.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
  - 12.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.