

MONDAY



Company No. 04034666

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION  
of  
CHUBB LIMITED  
(the "Company")**

31 January 2020 (the "Circulation Date")

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:

**SPECIAL RESOLUTION**

**THAT:**

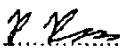
- (a) the Company's share premium account be cancelled; and
- (b) the issued share capital of the Company be reduced from £298,445,354.84 divided into 829,014,869 ordinary shares of £0.36 each and 200 subscriber shares of £0.01 each, to £149,222,678.42 divided into 829,014,869 ordinary shares of £0.18 each and 200 subscriber shares of £0.01 and that such reduction be effected by cancelling and extinguishing capital to the extent of £0.18 on each fully paid up ordinary share of £0.36 each in the Company and reducing the nominal value of each fully paid up ordinary share from £0.36 to £0.18.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the above special resolution (the "Resolution").

The undersigned, being all the shareholders entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to the Resolution which shall be valid and effective as if it had been passed as a resolution at a general meeting of the Company duly convened and held:

**<Remainder of this page intentionally left blank,  
Signature page(s) to follow>**

  
.....  
Director  
For and on behalf of  
Goodrich Inertial Limited

Date 31<sup>st</sup> JAN 2020

.....  
Director  
For and on behalf of  
Silver Lake Holding S.à.r.l

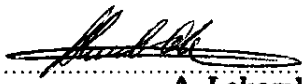
Date 2020

#### NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
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. Unless, by 28 days from the Circulation Date, 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 during this date.

.....  
Director  
For and on behalf of  
**Goodrich Inertial Limited**

Date 2020

  
.....  
Director **A. Lakomkin**  
For and on behalf of *Manager A*  
**Silver Lake Holding S.à.r.l**

  
**Katalin Oroszki**  
*Manager B*

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Date *3 February* 2020

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