

Company number: 05523613

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

JLT REINSURANCE BROKERS LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company as special resolutions as detailed below:

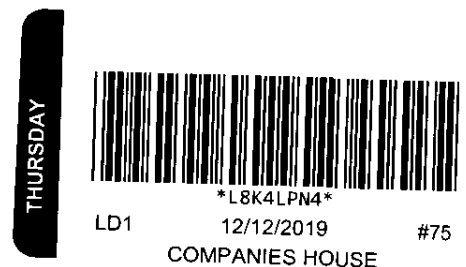
SPECIAL RESOLUTIONS

1. **That**, the share capital of the Company be reduced by £5,875,985 by (i) the cancellation and extinguishing for no consideration of 5,875,985 issued ordinary shares of £1.00 each registered in the name of JLT Insurance Group Holdings Ltd and JLT Re Limited.
2. **That**, the share premium account of the Company be reduced from £13,728,968 to £0 and the amount by which the share premium account is so reduced be credited to retained earnings.

Circulation date: 6th December 2019

Registered office: The St Botolph Building, 138 Houndsditch, London EC3A 7AW

—Signature Page Follows —



JLT REINSURANCE BROKERS LIMITED

WRITTEN RESOLUTIONS: CIRCULATED ON 6TH DECEMBER 2019

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolution in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTIONS

This document contains proposed written resolutions of JIB UK Holdings Limited ("**Company**") for approval by you as the members of the Company entitled to vote on such resolutions. The resolutions are proposed as special resolutions and requires not less than 75 per cent of the total voting rights held by you to vote in favour of them to be passed.

2. PERIOD TO APPROVE WRITTEN RESOLUTIONS

If the Company has not received the necessary level of members' agreement to pass the resolutions by 21st December 2019 (being 15 days from the date the resolutions were first circulated to members) ("**Return Date**"), the resolutions will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS

3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company.

3.2 **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on the Return Date.

3.3 If you are signifying agreement to the resolutions on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Return Date.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

Agreement to written resolution

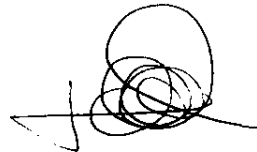
We, the undersigned, being the sole member of the company entitled to vote on the above resolution, irrevocably agree to such resolution:

Signed for and on behalf of **JLT**
INSURANCE GROUP HOLDINGS
LTD)
)
)
)

Signature _____ Dated _____

Name
(block capitals) _____
Director

Signed for and on behalf of **JLT RE**
LIMITED)
)
)
)



Signature

Dated 9/12/2019

Name
(block capitals)


Director

J. NASH

Agreement to written resolution

We, the undersigned, being the sole member of the company entitled to vote on the above resolution, irrevocably agree to such resolution:

Signed for and on behalf of JLT
INSURANCE GROUP HOLDINGS
LTD)
)
)
)

Signature  Dated 9/12/2019
Name CHRIS RATNER
(block capitals) Director

Signed for and on behalf of JLT RE
LIMITED)
)
)
)

Signature Dated
Name
(block capitals) Director