

Company Number: 02854310

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**

**Resolution of**  
**AMLIN PLC (the "Company")**

At a General Meeting of the Company duly convened and held at the London offices of the Company at The Leadenhall Building, 122 Leadenhall Street, London EC3V 4AG on 3 November 2015 at 11.15 a.m., the following Special Resolution was passed:

**SPECIAL RESOLUTION**

**THAT:**

- (1) for the purpose of giving effect to the scheme of arrangement dated 5 October 2015 (the "**Scheme**") between the Company and its Scheme Shareholders (as defined in the Scheme), a copy of which has been produced to this meeting and for the purposes of identification signed by the chairman thereof, in its original form or subject to any modification, addition or condition agreed by the Company and Mitsui Sumitomo Insurance Company, Limited and approved or imposed by the Court, the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (2) with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 141:

**"141 SCHEME OF ARRANGEMENT**

- (A) In this Article, the "**Scheme**" means the scheme of arrangement dated 5 October 2015 between the Company and the Scheme Shareholders (as defined in the Scheme) under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and Mitsui Sumitomo Insurance Company, Limited ("**MSI**") and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.
- (B) Notwithstanding any other provision of these Articles, if the Company issues any Ordinary Shares (other than to MSI or its nominee(s)) on or after the adoption of this Article and on or prior to the Scheme Record Time, such Ordinary Shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the holders of such Ordinary Shares, and any subsequent holder or holders of such Ordinary Shares, shall be bound by the Scheme accordingly.
- (C) Subject to the Scheme becoming effective, if any Ordinary Shares are issued by the Company to any person (a "**New Member**") (other than under the Scheme or to MSI or its nominee(s)) on or after the Scheme Effective Date, such New Member (or any subsequent holder or any nominee of such New Member or any subsequent holder) shall immediately transfer with full title guarantee all the Ordinary Shares held by the New Member (or any subsequent holder or any nominee of such New Member or any subsequent holder) (the "**Post-Scheme Shares**") to MSI (or as it may direct) in consideration of the payment to the New Member (or any subsequent holder or any nominee of such New Member or any

subsequent holder) of an amount in cash for each Post-Scheme Share equal to the consideration per Scheme Share payable pursuant to the Scheme, such payment to be effected by such method as the Company shall prescribe as soon as practicable and, in any event, no later than 14 days after the transfer of the Post-Scheme Shares.

- (D) On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the Scheme Effective Date, the value of the cash payment per share to be paid under paragraph (C) of this Article may be adjusted by the Directors in such manner as the auditors of the Company or an independent investment bank selected by the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to Ordinary Shares shall, following such adjustment, be construed accordingly.
- (E) To give effect to any transfer of Post-Scheme Shares required by paragraph (C) of this Article, the Company may appoint any person as agent and/or attorney for the New Member to transfer the Post-Scheme Shares to MSI and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney be necessary or desirable to transfer the legal and beneficial title of the Post-Scheme Shares in MSI and/or its nominee(s) and pending such transfer to exercise all such rights attaching to the Post-Scheme Shares as MSI may direct. If an agent and/or attorney is so appointed, the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) shall not thereafter (except to the extent that the agent and/or attorney fails to act in accordance with the directions of MSI) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed by MSI. The agent and/or attorney shall be empowered to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of MSI and/or its nominee(s) and the Company may give a good receipt for the consideration provided for the Post-Scheme Shares and may register MSI and/or its nominee(s) as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the Post-Scheme Shares.
- (F) Notwithstanding any other provisions of these Articles, the Company and the Directors shall refuse to register the transfer of any Post-Scheme Shares effected between the Scheme Record Time and the Scheme Effective Date (other than to MSI and/or its nominees pursuant to the Scheme).
- (G) Notwithstanding any other provisions of these Articles, the Company and the Directors may refuse to register the transfer of any Ordinary Shares other than as provided by the Articles but neither the Company nor the Directors may refuse to register the transfer of any Ordinary Shares pursuant to the Scheme or as provided for by this Article.”.

  
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Company Secretary