

**IN THE MATTER OF
ZURICH INSURANCE PUBLIC LIMITED COMPANY ("THE COMPANY")**

**AND IN THE MATTER OF
THE EUROPEAN UNION (CROSS-BORDER CONVERSIONS, MERGERS AND DIVISIONS)
REGULATIONS 2023**

NOTICE

Notice is hereby given that:

- (1) The Company is a public limited company incorporated under the laws of Ireland under registration number 13460 and with a registered office at Zurich House, Frascati Road, Blackrock, Dublin, A94 X9Y3, Ireland. The Company was incorporated in Ireland on 19 July 1950. The Company is a non-life insurance undertaking regulated by the Central Bank of Ireland.
- (2) The Company proposes to effect a cross-border conversion into a stock corporation under German law (*Aktiengesellschaft - AG*) (the **Conversion**), pursuant to Chapter I of Title II of Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions of the European Parliament and of the Council of 14 June 2017 (as amended by Directive (EU) 2019/2121 of the European Parliament and of the Council of 27 November 2019) (the **Directive**) which is given effect in Irish law by the European Union (Cross-Border Conversions, Mergers and Divisions) Regulations 2023 (the **Irish Regulations**), and given effect in Germany by the German act on the transformation of companies (*Umwandlungsgesetz*) including the provisions implementing the Directive into German law (the **German Transformation Act**).
- (3) As a result of the Conversion, the Company, without being dissolved or wound up or going into liquidation, shall convert from a public company limited by shares in Ireland into a stock corporation in Germany (*Aktiengesellschaft - AG*) with the proposed name 'Zurich Insurance Europe AG' (the **Converted Company**), and shall transfer its registered office to the proposed location of Platz der Einheit, 2, 60327, Frankfurt am Main, Germany, while retaining its legal personality.
- (4) The 'Draft Terms of Conversion / Formwechselplan' relating to the proposed Conversion (the **Draft Terms**), a copy of the notice required by Regulation 12(1)(b) of the Irish Regulations (which informs the members, creditors and employees of the Company that they may submit to the Company, no later than 5pm on Monday 9 October 2023, comments concerning the Draft Terms) and a completed Form CBC1, were delivered to the Irish Companies Registration Office (**CRO**) on 3 July 2023.
- (5) Upon the Conversion becoming effective, all assets and liabilities of the Company shall be those of the Converted Company. Therefore, creditors of the Company will continue to be creditors of the Converted Company. Accordingly, their rights as creditors of the Converted Company will remain as they were prior to the Conversion and shall not be affected as a result of the Conversion.
- (6) Where a creditor of the Company (including any policyholder) who was entitled to a debt or claim against the Company on 3 July 2023 is (a) dissatisfied with the safeguards offered to creditors in the Draft Terms, and (b) can credibly demonstrate that, due to the Conversion, the satisfaction of the creditor's claim is at stake and that the creditor has not obtained adequate safeguards from the Company in this regard, the creditor may apply to the Irish High Court for adequate safeguards within 3 months of 3 July 2023. The Irish Regulations do not specify a procedure to be followed by any such creditor of the Company who wishes to make such an application. The Company therefore requests that any such creditor who wishes to make such an application should send a notice of their intention to do so, in writing, to A&L Goodbody LLP at 3 Dublin Landings, North Wall Quay, Dublin 1, D01 C4E0, Ireland (marked for the attention of James Grennan and Stephen Quinlivan), by no later than 5.00pm on 3 October 2023. The Company further requests that any

such creditor of the Company who wishes to make such an application files an affidavit setting out its submissions in relation to such application with the Irish High Court and serves a copy of that affidavit on A&L Goodbody LLP at the aforementioned address by no later than 5.00pm on 3 October 2023. Further details in relation to the exercise of rights by creditors of the Company can be found in clause 9 of the Draft Terms.

- (7) Members of the Company have been notified in relation to the proposed Conversion and will have an opportunity to review and vote on the approval of the Draft Terms at an extraordinary general meeting of the Company. Further details in relation to the exercise of rights by members of the Company can be found in clause 12 of the Draft Terms.
- (8) The directors of the Company have prepared and made available a report for employees of the Company in accordance with the Irish Regulations, which explains, amongst other things, the implication of the Conversion for employees of the Company. With the exception of a small number of employees engaged in functions and activities related to the head office in Ireland, the Conversion will not have any implications for employees of the Company, who will continue to be employees of the Converted Company following completion of the Conversion. The Company is consulting and engaging with any employees who will be impacted by the Conversion (and/or their representatives) in accordance with applicable employment laws. Further details in relation to the exercise of rights by employees of the Company can be found in clauses 13 and 14 of the Draft Terms, as well as in the said report of the directors, which has been made available to employees of the Company.
- (9) Further information and details in respect of the Conversion, including a copy of the Draft Terms and a frequently asked questions document (the **FAQ**) can be found at the following dedicated web page maintained by the Company: <https://www.zurich.com/zip/head-office-move>. This page also includes links to further dedicated webpages of international branches of the Company (which are also listed in the table in paragraph 10 below), where copies of the Draft Terms and the FAQ in local languages are available for review.
- (10) In accordance with Regulation 12(1)(b) of the Irish Regulations, members, creditors (including policyholders) and employees of the Company may submit to the Company comments concerning the Draft Terms by no later than 5pm on Monday 9 October 2023. Any such comments may be submitted in writing to the Company by post or courier addressed to: **Zurich Insurance Public Limited Company, Zurich House, Frascati Road, Blackrock, Dublin, A94 X9Y3, Ireland**. In addition, such comments can be submitted by email or via the Company's website. When submitting comments by email or via the Company's website, commenters should use the email address and/or the URL set out in the table below by reference to the branch of the Company to which the commenter has an insurance, business or employment relationship:

Branch	Email Address	Local Website URL
Ireland	zipheadofficemove@zurich.ie	https://www.zurich.ie/zip-head-office-move
United Kingdom	zipheadofficemove.UK@uk.zurich.com	https://www.zurich.co.uk/support/zip-head-office-move
Belgium and the Netherlands	zipheadofficemovebene@zurich.com	https://www.benelux.zurich.com/nl-nl/zip-head-office-move
Denmark, Finland, Norway and Sweden	zipheadofficemove.nordic@zurich.com	https://www.nordic.zurich.com/en/services/zip-hq-move
France	zipheadofficemovefr@zurich.com	https://www.zurich.fr/fr-fr/news/press-center-landing-page-france/2023/head-office-change
Spain	zipheadofficemove.spain@zurich.com	https://www.zurich.es/informacion-legal
Portugal	zipheadofficemove_portugal@zurich.com	https://www.zurich.com.pt/pt-pt/zip-transferencia-sede-alemanha

Italy	zipheadofficemoveitaly@it.zurich.com	https://www.zurich.it/zurich-per-te/avvisi/cambio-legal-entity
Germany	zipheadofficemove.germany@zurich.com	https://www.zurich.de/de-de/ueber-uns/unternehmen/zurich-insurance-plc

- (11) A copy of the Draft Terms may also be obtained upon request from the CRO at the Irish Companies Registration Office, Gloucester Place Lower, Mountjoy, Dublin, D01 C8P4 or on www.cro.ie.

Dated this 12th day of July 2023

A&L GOODBODY LLP

3 Dublin Landings
North Wall Quay
Dublin 1
D01 C4E0
Ireland