Report of the Independent Actuary

Zurich Insurance plc

31 August 2018

Contents

1 Introduction

1.1 Zurich Insurance plc

Zurich Insurance plc ("ZIP" or the "Company") is an indirect wholly owned subsidiary of Zurich Insurance Group ("ZIG") and is Zurich's principal European Economic Area non-life insurance risk carrier. ZIP is an Irish insurance company with its Head Office located in Dublin and the Central Bank of Ireland ("CBI") is the lead regulator/supervisor of ZIP and all of its branches. ZIP writes non-life insurance business in Ireland and throughout the EEA through its network of 12 EEA branches.

1.2 Proposed share capital reduction

ZIP currently has approximately €2.9 billion of share premium in the share capital and reserves section of its balance sheet. The share premium account has been created over time as the result of the Company issuing shares at a premium to their nominal value. Amounts in a company's share premium account are not a distributable reserve so cannot be used by the Company for paying dividends.

ZIP intends to reduce the amount of the share premium account in its entirety by following a process provided for in the Companies Act 2014. A reduction of capital results in the creation of a reserve equal to the amount of the capital cancelled. A reserve arising from a reduction of share premium is generally treated as a realised profit, credited to the company's profit and loss account. Accordingly, the effect of the capital reduction will be to create additional distributable reserve capacity.

In summary, the capital reduction process will involve ZIP obtaining:

- Approval from the CBI;
- Approval from ZIP's shareholders; and
- An order from the Irish High Court confirming the capital reduction.

The Court will only confirm a reduction of capital if it is satisfied that the interests of the Company's creditors are not adversely affected by the proposal.

1.3 Scope of Report

I understand that there is no legal requirement for an actuarial report in connection with a court approved share capital reduction. ZIP has however engaged me to prepare an actuarial report (the "Report"), addressed to the Court, to assess the likely impact that the share capital reduction will have on the creditors of ZIP.

For the purposes of this Report, the term "creditors" is used to include insurance policyholders.

References in this Report to the "security of creditors" and similar terms are intended to refer to the likelihood of creditors being paid rather than any security interest over assets.

It is intended that this Report be submitted as evidence to the Court when it considers whether or not to sanction the share capital reduction.

1.4 Independent Actuary

I, Noel Garvey, am a Director in KPMG Ireland ("KPMG") specialising in non-life insurance actuarial services. I am a Fellow of the Society of Actuaries in Ireland ("SAI") having qualified as an actuary in 2001. My curriculum vitae is included in Appendix 4.

I have been appointed by ZIP to act as an independent insurance expert (the "Independent Actuary") in connection with the share capital reduction. The terms on which I was appointed as the Independent Actuary are set out in our engagement letter dated 4 June 2018 and an extract of my scope and deliverable is included in Appendix 3.

To the best of my knowledge, I have no conflicts of interest in connection with my engagement by ZIP on this matter and I consider myself able to act as an independent insurance expert. In terms of direct and indirect interests, I have no direct interest with ZIP but I am a member of the KPMG defined contribution pension scheme where the underlying funds are invested in Zurich Life Assurance plc funds, another wholly owned subsidiary of ZIG.

Neither I, nor any member of my team, is a qualified lawyer, qualified accountant or tax expert. I have not considered it necessary to seek my own specific legal, accounting or tax advice on any element of the share capital reduction. The costs and expenses associated with my appointment as Independent Actuary and the production of this Report will be met by ZIP.

This Report conforms to the Institute and Faculty of Actuaries APS X2 effective from 1 July 2015. The Report, methodology and assumptions, has been peer reviewed by a senior actuary in KPMG.

1.5 Assurances

Whilst I have been assisted by my team, the Report is written in the first person singular and the opinions expressed are my own. In preparing this Report, I have done my best to be accurate and complete. I have considered all matters that I regard as relevant to the opinion I have expressed. All the matters on which I have expressed an opinion lie within my field of expertise and experience.

The Chief Financial Officer of ZIP, Matt O'Neill, has confirmed that the information contained in this Report in respect of the share capital reduction is factually correct, all relevant information has been provided and full access has been given to ZIP staff as necessary.

All of the data and information which I have requested has been provided to me by ZIP, a summary list of the main documents I have considered is set out in Appendix 2. I have relied upon the accuracy and completeness of this data and information, which has been provided to me both in written and oral form. I have not sought independent verification of data and information provided to me by ZIP, nor does my work constitute an audit of the financial and other information provided to me.

I have not had any discussions nor dealt directly with the CBI in respect of the proposed share capital reduction. I have however been made aware of relevant discussions between CBI and ZIP and I have specifically inquired of ZIP whether there were specific issues I should be aware of.

1.6 Qualifications and Limitations

This Report must be read in its entirety. Reading individual sections in isolation may be misleading. This Report was produced for no other purpose other than to support my Independent Actuary opinion.

This Report is prepared solely in connection with, and for the purposes of, informing the Court of my findings in respect of the impact of the share capital reduction on the security for creditors and may only be relied on for this purpose. Copies of the Report may be made available to creditors and displayed on ZIP's website.

This Report should not be regarded as suitable to be used or relied on by any party wishing to acquire any right to bring action against KPMG in connection with any other use or reliance. To the fullest extent permitted by law, KPMG will accept no responsibility or liability in respect of this Report to any other party.

In my role as Independent Actuary, I have in the normal course of conducting this role, been provided with a significant and appropriate amount of information and data about ZIP's activities and performance. When forming my view as set out in this Report, these disclosures and information have formed a necessary and vital contribution.

This Report is based on information made available to me at or prior to the date of this Report and takes no account of developments after that date.

2 Executive Summary and Conclusions

2.1 Key assumptions

It is my understanding that:

- The share capital reduction will not result in a change to ZIP's Enterprise Risk Management ("ERM") Framework and in particular there will be no change to ZIP's:
  - Capital Management Policy (which contains ZIP's dividend policy); or
  - Capital risk appetite in terms of target solvency coverage.

The above assumptions underlie the conclusions in my Report and if these were to change, my opinion may also change.

2.2 My Approach

My approach to assessing the impact of the proposed share capital reduction on creditors is to understand the effect of the capital reduction on the capital of ZIP and the likely impact on the security of creditors.

I have performed this assessment by reviewing the following financial information:

- ZIP balance sheet information based on audited financial statements and regulatory returns as at 31 December 2017;
- ZIP balance sheet information based on unaudited management accounts as at 30 June 2018; and
- ZIP balance sheet information illustrating the impact of the share capital reduction had it occurred as at 31 December 2017 and 30 June 2018.

Significant other information was provided as set out in Appendix 2.

2.3 Conclusions

It is my opinion that:

- The security for creditors of ZIP will not be adversely affected by the share capital reduction as the financial strength of ZIP and therefore security for creditors will remain unchanged following the share capital reduction; and
- Although ZIP will, in theory, be able to use the distributable reserves created as a result of the capital reduction to pay a dividend, in practical terms ZIP's ability to pay a dividend is constrained by overriding legal and regulatory requirements which have the effect of ensuring that ZIP's creditors are not adversely affected by the share capital reduction.

My opinion above is based on:

- My review of all information provided by ZIP;
- Discussions with the management of ZIP on what will happen post share capital reduction; and
- An assumption that ZIP will continue to be part of the ZIG Group, one of the largest insurance groups with global total IFRS shareholder equity of $35 billion as at 31 December 2017.

______________________________ 31 August 2018

Noel Garvey, FSAI Date

Independent Actuary KPMG in Ireland

KPMG

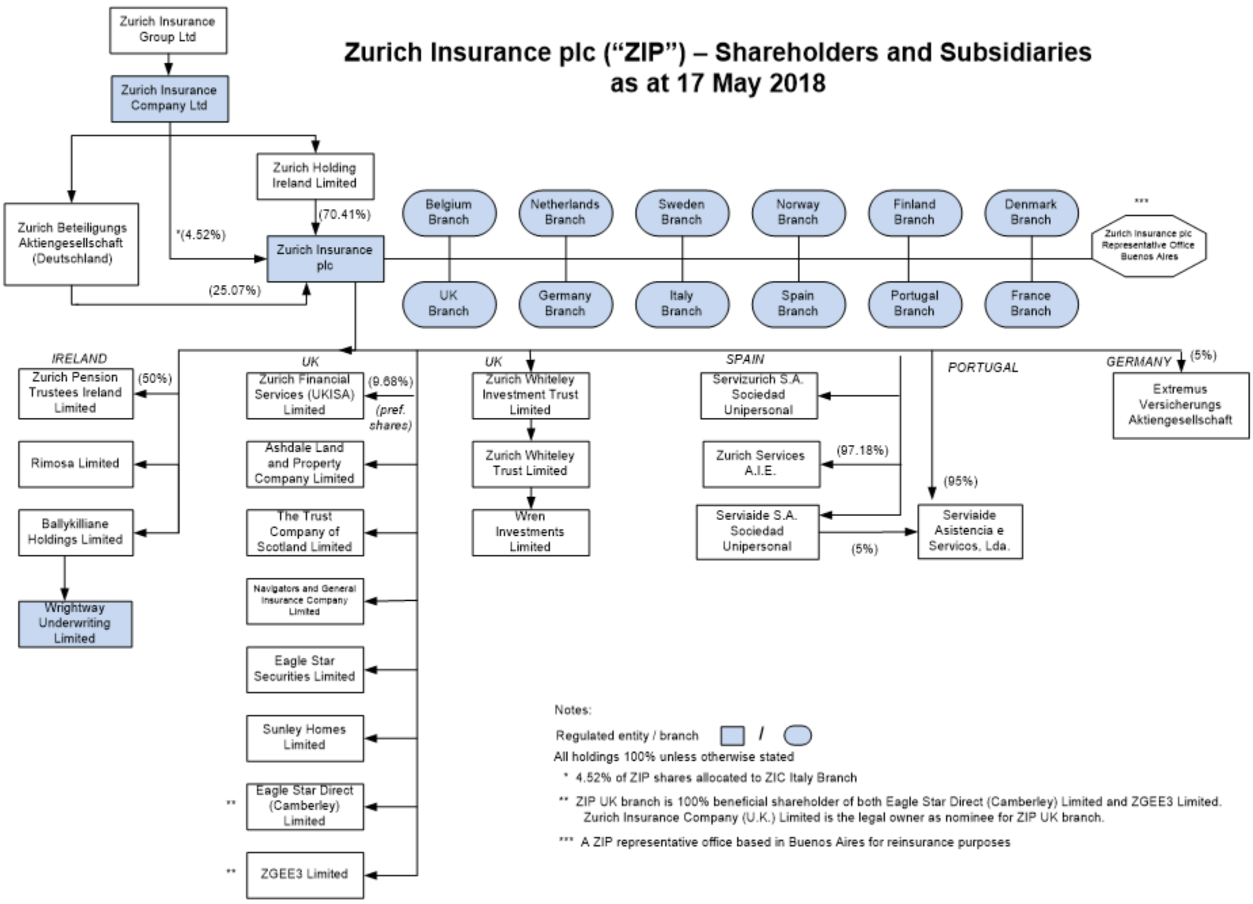
3 Zurich Insurance plc

3.1 Company Structure

ZIP is an Irish insurance company originally incorporated in 1950 and is the Zurich Insurance Group's main legal entity for writing non-life insurance business in the EEA. ZIP writes non-life insurance business in Ireland and from its 12 regulated branches in Germany, Italy, Spain, UK, Portugal, France, Belgium, Netherlands, Norway, Sweden, Denmark and Finland. ZIP is regulated by the CBI.

ZIG is a leading multi-line insurer that serves its customers in global and local markets. With about 53,000 employees, it provides a wide range of general insurance and life insurance products and services. ZIG's customers include individuals, small businesses, and mid-sized and large companies, including multinational corporations, in more than 210 countries. ZIG is headquartered in Zurich, Switzerland, where it was founded in 1872. As of 31 December 2017, ZIG had $64.0 billion in annual consolidated revenue and operating profit of $5.1 billion.

ZIP is a wholly owned subsidiary of ZIG. A structure chart showing all ZIP's shareholders and subsidiaries is shown below.



3.2 Nature of business and performance

ZIP offers a broad range of non-life insurance products and services to a wide variety of retail and commercial customers. Approximately 87% of ZIP's business is written through the branches in UK, Germany, Italy and Spain. The major lines of business written by ZIP are Fire and Damage to Property, Motor Vehicle Liability, Motor Vehicle Non-Liability and General Liability.

A summary of 2017 performance by location is shown below.

ZIP Net 2017 result €'millions	UK	Germany	Italy	Spain	Other	Total
Net Earned Premium	936	782	529	386	364	**2,997**
Net Claims Incurred	(623)	(453)	(315)	(384)	(311)	**(2,086)**
Other Technical Income	29	17	1	6	3	**56**
Other Technical expenses	(366)	(247)	(130)	(113)	(62)	**(919)**
Underwriting Result	**(25)**	**98**	**86**	**(105)**	**(6)**	**48**

Source: Zurich Insurance plc SFCR 2017

A summary of 2017 performance by segment is shown below.

ZIP Net 2017 result €'millions	Fire and Property	Motor Liability	General Liability	Motor non-Liab.	Other	Total
Net Earned Premium	950	665	576	362	443	**2,997**
Net Claims Incurred	(670)	(558)	(403)	(284)	(171)	**(2,086)**
Other Technical Income	25	9	8	4	10	**56**
Other Technical expenses	(395)	(114)	(161)	(70)	(178)	**(919)**
Underwriting Result	**(90)**	**3**	**20**	**11**	**104**	**48**

Source: Zurich Insurance plc SFCR 2017

3.3 Financial strength

ZIG manages its capital to maximise long-term shareholder value while maintaining financial strength within its AA target range, and meeting regulatory, solvency and rating agency requirements. The financial strength of ZIP is rated AA-/stable by Standard & Poors and A+/stable by A. M. Best. In my consideration of the share capital reduction I have therefore focused solely on the security offered to creditors through consideration of the audited financial statements dated 31 December 2017, the 30 June 2018 unaudited management accounts and the latest annual regulatory capital position.

3.3.1 Solvency II basis

As an Irish insurance company, ZIP is subject to a detailed regulatory framework implemented under the EU-wide Solvency II regime. Under this framework, ZIP is required to hold eligible own funds to cover a calculated Solvency Capital Requirement ("SCR") in addition to a calculated Minimum Capital Requirement ("MCR"). The requirement to hold eligible own funds to cover its SCR effectively requires ZIP to maintain a solvency capital ratio of no less than 100% (reflecting the amount of the Company's eligible own funds compared to its SCR).

ZIP has informed me that it has a detailed strategy with regards to capital requirements. In its strategy, it considers both its coverage of the SCR and capital required in order to maintain its current credit rating. I understand from ZIP that it has a long term aim to maintain a buffer above its SCR at a target level and this is set out in its capital strategy, which is reviewed annually. In addition, the Capital Management Policy sets out a number of potential actions which ZIP may consider taking if the coverage of its SCR drops below its long term target.

The SCR ratio for the Company as at 31 December 2017 was approximately 135% i.e. Own Funds were approximately €2.6 billion and this coverage ratio represented a surplus of funds of approximately €0.7 billion over the 100% SCR of €1.9 billion.

The SCR is calculated by ZIP using a CBI approved internal model which measures and aggregates each of the material risks to which ZIP is exposed.

Tiering is applied to Own Funds, in accordance with Solvency II rules. The tiering rules determine the eligibility of Own Funds to meet the SCR based on their quality including ability to absorb future losses.

The following table shows that ZIP's 31 December 2017 Tier 1 capital largely comprises of the share premium account and reconciliation reserve.

ZIP Own Funds 31 December 2017 €'millions	Total	Tier 1	Tier 2	Tier 3
Ordinary share capital	8	8	-	-
Share premium account	2,872	2,872	-	-
Reconciliation reserve	(483)	(483)	-	-
Subordinated liability	104	-	-	104
Deferred tax asset	25	-	-	25
Other items approved by CBI	90	90	-	-
Total Own Funds	**2,616**	**2,487**	**-**	**129**

The reconciliation reserve equals the excess of assets over liabilities, less other basic Own Fund items. Its calculation is shown in the table below.

ZIP Reconciliation Reserve 31 December 2017 €'millions	
Excess assets over liabilities	2,512
Issued share capital	(8)
Share premium	(2,872)
Capital contribution	(90)
Deferred tax	(25)
Reconciliation reserve	**(483)**

The SCR ratio for the Company as at 30 June 2017 was approximately 131% i.e. Own Funds were approximately €2.5 billion and this coverage ratio represented a surplus of funds of approximately €0.6 billion over the 100% SCR of €1.9 billion.

3.3.2 Irish GAAP basis

The 31 December 2017 audited Financial Statements show Shareholders Equity of approximately €2.2 billion (approximately €2.1 billion as at 30 June 2018).

ZIP Irish GAAP Capital €'millions	Audited 31 Dec 2017
Called up share capital	8
Share premium account	2,872
Capital contribution	90
Revaluation reserve	16
Exchange reserve	22
Retained earnings	537
Other reserves	(1,346)
Irish GAAP Shareholders' Funds	**2,199**

Source: Zurich Insurance plc audited financial statements year ended 31 December 2017

3.4 System of governance

The Board of Directors achieve its objectives by delegating management of risks to ZIP's executive management in line with ZIP's ERM framework and ZIP's system of governance.

The ERM framework aligns the Board approved risk appetite statement which articulates ZIP's long-term attitude to risk and capital. The risk appetite on capital has been defined to ensure that ZIP will meet its SCR.

The capital reduction will not result in any change to the ERM framework or risk appetite statement.

3.5 Proposed share capital reduction

ZIP currently has approximately €2.9 billion of share premium that has accumulated over time as a result of the Company issuing shares at a premium to their nominal value.

By converting ZIP's share premium to distributable reserves, ZIP will have greater capital flexibility including the ability to make dividend payments to shareholders over time. Any future distribution to shareholders will be subject to strict compliance with legal and regulatory requirements.

I understand that there is no intention to return capital to shareholders as part of the share capital reduction process itself. Any declaration of a dividend to shareholders which may follow later in 2018 or subsequent years, will be in the normal course of ZIP's business and subject to ensuring that ZIP remains in compliance with the applicable Solvency II regulatory capital and company law rules (immediately following any dividend payment).

4 Independent Actuary Considerations

4.1 Introduction

ZIP is proposing to reduce its company capital by reducing the amount of its share premium account in its entirety from approximately €2.9 billion to nil, such reduction resulting in ZIP crediting the amount of approximately €2.9 billion to its reserves and thereby increasing its distributable reserves. The capital reduction will be accomplished by passing a special resolution of the shareholders of ZIP and will be subject to obtaining the prior written consent of the CBI and the confirmation of the High Court of Ireland.

4.2 Key Consideration

In the absence of any regulatory or professional guidance in respect of independent insurance expert advice in relation to share capital reductions I have determined that I need to give my views on the effect of the share capital reduction on the security of the creditors' contractual rights.

When assessing the financial security for creditors, I have looked at the regulatory solvency position both pre and post share capital reduction had the share capital reduction taken place at one minute to midnight on 31 December 2017. This allows me to assess the impact using the latest annual regulatory returns and audited financial statements. I have also reviewed the most up to date, but unaudited, management accounts and regulatory returns available as at the date of this Report i.e. 30 June 2018. This allows me to assess the impact based on the financial position as close to the Effective Date (yet to be determined but likely to be during 2018 quarter 4) as possible.

It should be noted that a company may have capital considerably in excess of its regulatory requirements, but that the Board of Directors of a company could legitimately reduce that level of capital (for example through the payment of dividends) and still leave the company appropriately capitalised.

I would determine that any adverse impact to creditors is material if the level of financial security afforded to them after the share capital reduction would not have been acceptable under the normal constraints under which the company's capital position was managed before the share capital reduction.

4.3 Other Considerations

ZIP has confirmed to me that it is empowered under ZIP's constitution to carry out the capital reduction. ZIP has also confirmed to me that the need for ZIP's shareholders to pass a special resolution approving the capital reduction is a necessary pre-requisite under the Companies Act 2014 and evidence of the same will be presented to the High Court of Ireland.

Other matters to consider in relation to the share capital reduction are shown below:

- The format and level of communication of the share capital reduction to creditors;
- Group support and capital support arrangements; and
- Any changes to the Board approved risk appetite statement and system of governance.

I have given consideration to these items to the extent I have determined them to be relevant in the context of my opinion on creditor security.

5 Impact of the Share Capital Reduction

5.1 Introduction

It is my opinion that the main issue affecting the creditors of ZIP as a result of the share capital reduction arises from any relative difference in the financial strength of ZIP after the reduction compared with that of ZIP currently.

Aspects of the business and the share capital reduction which could impact on the security for creditors and should therefore be considered include:

- Financial security following the share capital reduction through consideration of the regulatory capital position; and
- Quality of capital including any capital support arrangements.

As creditors of ZIP will not be faced with any new risks as a result of the share capital reduction, I have not considered strategy, financial projections, business planning outlook or stress and scenario tests. Similarly, I have not sought to comment on the nature of the obligations owed by ZIP to its respective creditors because these also remain unchanged as a result of the share capital reduction, which is effectively a balance sheet restructuring.

5.2 Financial strength post share capital reduction

I set out in the sections below a summary of ZIP's 31 December 2017 Solvency II Own Funds and Irish GAAP Shareholders Equity assuming the share capital reduction had taken place at one minute to midnight on 31 December 2017.

I have also reviewed ZIP's regulatory returns and unaudited management accounts as at 30 June 2018 and my assessment of the proposed share capital reduction is consistent with the year end 2017 position set out below, namely that, in my view, creditors will not be adversely affected by the proposed capital reduction.

5.2.1 Solvency II basis

When compared to the pre share capital reduction position, shown in section 3.3.1, the impact of the share capital reduction is to reduce the share premium account to zero and increase the profit and loss account and therefore the reconciliation reserve by an equal amount. Total Own Funds including tiering is unchanged.

ZIP pro-forma Own Funds €'millions	Total	Tier 1	Tier 2	Tier 3
Ordinary share capital	8	8	-	-
Share premium account	-	-	-	-
Reconciliation reserve	2,389	2,389	-	-
Subordinated liability	104	-	-	104
Deferred tax asset	25	-	-	25
Other items approved by CBI	90	90	-	-
Total Own Funds	**2,616**	**2,487**	**-**	**129**

The recalculation of what the reconciliation reserve would have been as at 31 December 2017 (post capital reduction) is set out in the table below.

ZIP pro-forma Reconciliation Reserve €'millions	
Excess assets over liabilities	2,512
Issued share capital	(8)
Share premium	-
Capital contribution	(90)
Deferred tax	(25)
Reconciliation reserve	**2,389**

Whilst the share capital reduction results in the re-designation illustrated above, the financial strength of ZIP and therefore security for creditors remains unchanged following the share capital reduction and creditors of ZIP continue to benefit (as at 31 December 2017) from the security of capital resources of approximately €2.6 billion compared with the SCR of approximately €1.9 billion and a solvency coverage ratio of approximately 135% (approximately 131% as at 30 June 2018).

5.2.2 Irish GAAP basis

When compared to the pre-share capital reduction position, shown in section 3.3.2, the impact of the share capital reduction is to reduce the share premium account to zero with a corresponding increase to retained earnings by an equal amount. The pro-forma post-share capital reduction position as at 31 December 2017 is shown in the table below.

ZIP pro-forma Irish GAAP Capital €'millions	Audited 31 Dec 2017
Called up share capital	8
Share premium account	-
Capital contribution	90
Revaluation reserve	16
Exchange reserve	22
Retained earnings	3,409
Other reserves	(1,346)
Irish GAAP Shareholders' Funds	**2,199**

Accordingly, the total Shareholders Equity remains unchanged, had the share capital reduction taken place at 31 December 2017, at approximately €2.2 billion (approximately €2.1 billion as at 30 June 2018).

5.3 Future dividend payments

As noted in section 3.3.1 above, ZIP has informed me that it has a detailed strategy with regards to Solvency II capital requirements. In its strategy, it considers both its coverage of the SCR and capital required in order to maintain its current credit rating.

I understand from ZIP that it has a long term aim to maintain a buffer above its SCR at a target level and this is set out in its capital strategy, which is reviewed annually. ZIP's Capital Management Plan is a rolling 3 year plan which is regularly updated to reflect the company's latest financial position and which projects the company's regulatory solvency position for each plan year. In particular, for each year, the Capital Management Plan provides details of the forecast SCR and the forecast eligible own funds. Using these forecast amounts, the company determines a forecast potential dividend amount for each plan year (which is an amount that ensures that the forecast SCR ratio for the plan year continues to be not less than the Company's target SCR ratio). If the forecast SCR and forecast eligible own funds for a particular year indicate that the forecast SCR ratio for the plan year would be less than the Company's target SCR ratio, the forecast dividend for that year would be zero. Accordingly, the forecast dividend amount in the Capital Management Plan is effectively the surplus own funds held by the company in excess of its target SCR ratio. It should be noted that the potential dividends envisaged in the Capital Management Plan are forecast amounts which are revised on a regular basis depending on the financial position of the Company and there is no contractual or other commitment from the Company to its shareholders that the forecast dividend will be paid.

As noted in section 3.5 above, I understand that there is no intention to return capital to shareholders as part of the capital reduction process itself. Any declaration of a dividend to shareholders which may follow later in 2018 or subsequent years, will be in the normal course and subject to applicable Solvency II regulatory capital and company law rules. The Solvency II capital requirements and ZIP's capital management policy will impose constraints on ZIP's ability to pay dividends, regardless of the level of distributable reserves.

The effect of ZIP's approach against the legal and regulatory requirements is illustrated by the fact that ZIP paid a dividend of €300m to its shareholders in December 2017 (as disclosed in ZIP's financial statements for the year ended 31 December and ZIP's Solvency and Financial Condition Report for 2017). Despite paying a dividend of this amount in December 2017, as I have indicated in paragraph 3.3.1 above, ZIP's SCR ratio as at 31 December 2017 was approximately 135% (Own Funds of approximately €2.6 billion reflecting a surplus of funds of approximately €0.7 billion over the 100% SCR of approximately €1.9 billion).

Accordingly, the level of financial security afforded to creditors in this regard should not change as a result of the share capital reduction.

5.4 Tax

It is not expected that the share capital reduction will have any tax implications that would adversely affect any creditors of ZIP.

5.5 Operational plans up to Effective Date

Based on the information provided to me by ZIP, I believe that it is unlikely that any events occurring between 31 December 2017 and the Effective Date would affect any conclusion that I have reached in this Report.

5.6 Capital support arrangements

In addition to the capital and liquidity held by ZIP, ZIG holds substantial capital and liquidity centrally. This centrally held capital can be deployed to its subsidiaries if needed, and therefore provides further support for ZIP (if required) to absorb potential losses which could arise from the occurrence of extreme adverse events. The share capital reduction will not have any effect on the potential for ZIP to seek to avail of these arrangements (if required).

5.7 System of governance

ZIP has confirmed to me that the share capital reduction will have no effect on ZIP's Board approved systems of governance including but not limited to the ERM framework, risk appetite statement and the Company's policies, including the investment policy, reserving policy and the capital management policy (which defines the circumstances in which a dividend can be paid, with reference to the regulatory capital requirements).

5.8 Creditor communication

In terms of creditor communication I note that the following is proposed:

- ZIP intends to notify creditors through a combination of newspaper advertisements, individual email notifications to certain overseas creditors and information on ZIP's website and the websites of ZIP's branches. Where email notifications are not possible to such overseas creditors, it is proposed that postal notifications are made instead. The communication approach will be shared with the High Court of Ireland.

Given my overall findings and with the fact that (i) the CBI must consent in advance to the share capital reduction and (ii) the High Court of Ireland must approve the share capital reduction (including the means by which it will be notified to creditors), I am comfortable with this communication approach.

Appendix 1 - Abbreviations

CBI	Central Bank of Ireland	SAI	Society of Actuaries in Ireland
ERM	Enterprise Risk Management	SCR	Solvency Capital Requirement
KPMG	KPMG Ireland	ZIG	Zurich Insurance Group
MCR	Minimum Capital Requirement	ZIP or Company	Zurich Insurance plc

Appendix 2 - Data

In addition to a number of discussions with ZIP executive management we received from ZIP the key documents shown below:

- Company's audited financial statements for the year ended 31 December 2017
- Unaudited balance sheet and profit and loss account as at 30 June 2018 (for the purposes of this report, "unaudited management accounts")
- Pro forma balance sheet as at 31 December 2017
- Pro forma balance sheet as at 30 June 2018
- Draft of the Company's share capital reduction Frequently Asked Questions document
- ZIP's Solvency and Financial Condition Report 2017
- Risk Appetite Statement
- Company's ORSA report 2017
- Company's Capital Management Policy (which contains the Company's dividend policy)

Appendix 3 - Scope

1. Services

To consider and report on the proposed share capital reduction, from the perspective of creditors and to opine as to whether any creditors' interests could be in any way (either directly or indirectly) adversely affected by the proposed restructuring.

2. Deliverables

Our opinion is to be no more detailed than a statement confirming the impact of the capital restructuring on creditors. Our deliverable will be a report summarising our conclusions supplemented by an appendix setting out data reviewed, procedures undertaken and our assessment of impact on creditors.

Appendix 4 - Curriculum vitae

Noel is a Director in Actuarial Consulting at KPMG and is responsible for heading up the non-life actuarial services practice in Dublin. He is a qualified actuary and has over 20 years' experience in the non-life insurance industry. His principle roles include:

- Responsibility for all actuarial advice in relation to non-life insurance and reinsurance audit clients of KPMG;
- Acting as the PCF Head of Actuarial Function for 15 non-life re/insurance entities; and
- External Reviewing Actuary (formal regulatory requirement in Ireland) to a number of senior Head of Actuarial Function in Irish regulated entities including Allianz, FBD, Liberty and Vhi.

Noel has carried out a number of major assignments in the Irish market including acting as the Court appointed Independent Actuary for a number of the largest most high profile non-life insurance portfolio transfers.

He has also been recently engaged by the Department of Business, Enterprise and Innovation to assist in the validation and benchmarking of soft tissue injury claims cost to other jurisdictions. This investigation is based on recommendation from the Department of Finance's Cost of Insurance Working Group.

Prior to joining KPMG, Noel was the Chief Actuary and a member of the senior management team of an international non-life reinsurance company. He was responsible for setting adequate level of reserves, performing the financial reporting function, capital management, setting business plans, managing the actuarial team, pricing personal accident business and assisting the CFO in raising capital by liaising with investment bankers and preparing investor presentations.

Noel began his career as a Pricing Actuary for Aviva Insurance Europe SE – formally Hibernian Insurance Limited. His key responsibilities were to make pricing recommendations to the private motor steering committee, developing and maintaining multivariate pricing models for personal lines business, designing and maintaining multivariate prediction models used to understand the effect rating actions may have on renewal and new business levels and performing return on capital calculations.

He is a member of various subcommittees and working parties of the Society of Actuaries in Ireland.