



Articles of Incorporation
Zurich Insurance Group Ltd
2015

Translation of the Articles of Incorporation of Zurich Insurance Group Ltd, Switzerland

This is a translation of the original German version.
In case of doubt or differences of interpretation
the official German version of the Articles of Incorporation
shall prevail over the English text.

Articles of Incorporation of Zurich Insurance Group Ltd

I Company Name, Domicile, Duration and Purpose of the Company

Article 1

Company Name

The company name Zurich Insurance Group AG (Zurich Insurance Group SA) (Zurich Insurance Group Ltd) shall designate a corporation as defined in articles 620 et seq. of the Swiss Code of Obligations and in the articles of incorporation below.

Article 2

Domicile

The domicile of the Company shall be situated in Zurich. The Company may establish branch offices, subsidiaries and representative offices inside and outside Switzerland.

Article 3

Duration

The duration of the Company shall be unlimited.

Article 4

Purpose

- 1 The purpose of the Company is to hold interests in companies active in the insurance services business, in particular in the areas of non-life and life insurance and reinsurance as well as in the business of financial services and asset management. The Company may engage in any operations and take any measures which seem appropriate to promote the purpose of the Company, or which are connected with this purpose.
- 2 The Company may obtain holdings in any kind of company, may finance these, or may establish and acquire companies of any kind.

II Share Capital

Article 5

Share Capital

The share capital of the Company shall amount to CHF 14,963,683.60 (fourteen million nine hundred and sixty three thousand six hundred and eighty three Swiss francs and sixty centimes), and shall be divided into 149,636,836 fully paid registered shares with a nominal value of CHF 0.10 (ten centimes) each.

Article 5^{bis}

Authorized Share Capital

1. The Board of Directors is authorized to increase the share capital, at the latest on April 2, 2016, by an amount not exceeding CHF 1,000,000 by issuing up to 10,000,000 fully paid registered shares with a nominal value of CHF 0.10 each. An increase in partial amounts is permitted.
2. Subscription and acquisition of the new shares, as well as each subsequent transfer of shares, are subject to the restrictions of article 7 of these articles of incorporation.
3. The Board of Directors determines the date of issue of new shares, the issue price, type of payment, conditions of exercising subscription rights, and the beginning of the dividend entitlement. The Board of Directors may issue new shares by means of a firm underwriting by a banking institution or syndicate with subsequent offer of those shares to the current shareholders. The Board of Directors may allow the expiry of subscription rights which have not been exercised, or it may place these rights as well as shares, the subscription rights of which have not been exercised, at market conditions.

4. The Board of Directors is further authorized to restrict or withdraw the subscription rights of shareholders and allocate them to third parties if the shares are to be used:
 - a for the take-over of an enterprise, of parts of an enterprise or of participations or if issuing shares for the financing including re-financing of such transactions; or
 - b for the purpose of expanding the scope of shareholders in connection with the listing of shares on foreign stock exchanges.

Article 5^{ter}

Contingent Share Capital

- 1
 - a The share capital may be increased by an amount not exceeding CHF 1,000,000 by issuing up to 10,000,000 fully paid registered shares with a nominal value of CHF 0.10 each by exercising of conversion and/or option rights which are granted in connection with the issuance of bonds or similar debt instruments by the Company or one of its group companies in national or international capital markets and/or by exercising option rights which are granted to the shareholders. When issuing bonds or similar debt instruments connected with conversion and/or option rights, the subscription rights of the shareholders are excluded. The current owners of conversion and/or option rights shall be entitled to subscribe for the new shares. The conversion and/or option conditions are to be determined by the Board of Directors.
 - b The acquisition of shares by exercise of conversion and/or option rights, as well as any successive transfer of shares are subject to the restrictions of article 7 of these articles of incorporation.

- c The Board of Directors is authorized, when issuing bonds or similar debt instruments connected with conversion and/or option rights, to restrict or withdraw the right of shareholders to advance subscription in cases where they are issued for the financing including re-financing of a take-over of an enterprise, of parts of an enterprise, or of participations. If the right to advance subscription is withdrawn by the Board of Directors, the following applies: the convertible bond or warrant issues are to be offered at market conditions (including standard dilution protection clauses in accordance with market practice) and the new shares are issued at the current conditions for convertible bond or warrant issues. The conversion rights may be exercisable during a maximum of 10 years and option rights during a maximum of 7 years from the time of the respective issue. The conversion or option price or its calculation methodology shall be determined in accordance with market conditions, whereby for shares of the Company the quoted share price is to be used as a basis.
- 2 a The share capital may be increased by an amount not exceeding CHF 165,842.30 by issuing up to 1,658,423 fully paid registered shares with a nominal value of CHF 0.10 each by issue of new shares to employees of the Company and group companies. The subscription right of the shareholders of the Company, as well as the right for advance subscription, are excluded. The issue of shares or respective option rights to employees shall be subject to one or more regulations to be issued by the Board of Directors, and taking into account performance, functions, levels of responsibility and criteria of profitability.

Shares or option rights may be issued to employees at a price lower than that quoted on the stock exchange.

- b The acquisition of shares in the context of employee share ownership as well as each subsequent transfer of shares are subject to the restrictions of article 7 of these articles of incorporation.

III Shares, Position of Shareholders

Article 6

Share Certificates and Intermediated Securities

- 1 The Company may issue its shares in the form of single certificates, global certificates and uncertificated securities. Under the conditions set forth by statutory law, the Company may convert its shares from one form into another form at any time and without the approval of the shareholders. The Company shall bear the cost of any such conversion.
- 2 The shareholder has no right to demand a conversion of the form of the shares. Each shareholder may, however, at any time request a written confirmation from the Company of the registered shares held by such shareholder, as reflected in the share register.
- 3 Intermediated securities based on shares of the Company cannot be transferred by way of assignment. A security interest in any such intermediated securities also cannot be granted by way of assignment.

Article 7

Share Register

- 1 Only shareholders entered in the share register as shareholders with voting rights or as usufructuaries shall be entitled to exercise the voting rights linked to the shares or the other rights connected with these voting rights.
- 2 The Board of Directors may refuse to recognize an applicant as a shareholder with voting rights if the person acquiring the shares does not expressly declare upon request that he acquired the shares in his own name and on his own account, or if the person acquiring the shares makes false statements in his application for entry of the shares. In a directive, the Board of Directors may set forth the preconditions for the acceptance of nominees as shareholders with voting rights.
- 3 The statutory provisions in the event of transfer of shares on death, at the division of a deceased's estate, and by virtue of matrimonial property rights remain reserved. If for one of these reasons shares are transferred, or in the event of the winding-up of any business association or legal entity in whose name any shares are registered, the Company shall be informed of the identity of the acquirer within six months.

Article 8

Application for Entry

- 1 The Company shall recognize only one representative for each share.
- 2 Entry of shareholders in the share register is made on the basis of formalities accepted by the Company which the acquirer must comply with completely and truthfully. If a shareholder changes his address or domicile, he must notify the Company of the new address.

IV Organization of the Company

Article 9

Corporate Bodies

The corporate bodies are:

- A The General Meeting
- B The Board of Directors
- C The Group Executive Committee
- D The Auditors

A General Meeting

Article 10

Powers

The General Meeting shall have the following powers:

1. The adoption and the amendment, subject to articles 651a, 652g, 653g and 653i of the Swiss Code of Obligations, of the articles of incorporation;
2. The election and dismissal of members of the Board of Directors, of the Chairman of the Board of Directors, of the members of the Remuneration Committee, of the independent voting rights representative and of the Auditors;
3. The election and dismissal of a further auditor as special auditor to undertake the special audits required for an increase in share capital;
4. The approval of the management report, the annual financial statements and the consolidated financial statements;
5. Resolutions on the use of the available earnings, in particular the declaration of dividends;

6. Approval of remuneration of the Board of Directors and Group Executive Committee, pursuant to art. 18 of the articles of incorporation.
7. The discharge of the members of the Board of Directors and of the Group Executive Committee;
8. Passing resolutions on matters which are by law or by the articles of incorporation reserved to the General Meeting of shareholders, or, subject to the provisions laid down in article 716a of the Swiss Code of Obligations, which are submitted to it by the Board of Directors.

Article 11

Convocation of General Meeting

- 1 The General Meeting of shareholders shall be convened by the Board of Directors, if necessary by the Auditors. Also, liquidators and representatives of bondholders are entitled to convene the meeting.
- 2 The Annual General Meeting shall take place annually within six months after the close of the financial year. Extraordinary General Meetings shall be called according to need.
- 3 The convocation of a General Meeting of shareholders may also be requested in writing, indicating the matters to be discussed and the corresponding proposals, by shareholders with voting rights representing together at least ten percent of the share capital.

Article 12

Procedure for Convening the Meeting, Agenda

- 1 The General Meeting of shareholders shall be convened through publication of the invitation in the Swiss Official Gazette of Commerce at the latest twenty days prior to the day of the meeting. The invitation shall indicate the items

to be discussed and the motions of the Board of Directors and of the shareholders who have requested that a General Meeting be held or that an item be included in the agenda of the meeting.

- 2 Shareholders with voting rights who together represent shares with a nominal value of at least ten thousand Swiss francs may request that items be included on the agenda until, at the latest, 45 days before the day of the meeting. Such request must be made in writing, and must specify the proposals.
- 3 No resolutions may be passed on motions concerning agenda items which have not been duly announced in this way; excepted are motions for convening of an extraordinary General Meeting or the initiating of a special audit.
- 4 The annual report, the remuneration report, and the auditors' reports will be available for the inspection of shareholders at the Company's domicile twenty days, at the latest, before the Annual General Meeting. Every shareholder can request immediate delivery of a copy of these documents. Shareholders will be notified about this in writing.

Article 13

Right of Attendance, Representation

- 1 Shareholders entered in the share register as shareholders with voting rights on a specific qualifying day designated by the Board of Directors shall be entitled to attend the General Meeting and to exercise their votes at the General Meeting.
- 2 A shareholder entered in the share register as a shareholder with voting rights, who cannot attend the General Meeting personally, may, by means of a written authorization to be submitted to the Company, authorize another shareholder with voting rights or in the case of nominees with voting

rights, the beneficial owner, to represent him. He may also appoint the independent voting rights representative to represent him.

- 3 Minors and persons under conservatorship may be represented by their legal representatives, married persons by their spouses, and legal entities by authorized signatories or other authorized representatives, even if such person is not a shareholder.
- 4 The Board of Directors sets the conditions for authorizations and instructions, whereby electronic authorizations and instructions without qualified electronic signature may also be permitted. The conditions for representation by the beneficial owner of shares held by nominees with voting rights may be set by the Board of Directors in a directive.
- 5 The General Meeting elects the independent voting rights representative. His term of office ends with the conclusion of the next Annual General Meeting. Re-election is possible. Where the Company has no independent voting rights representative, the Board of Directors shall designate one for the next General Meeting.

Article 14

Votes

Every share whose owner or usufructuary is entered in the share register as a shareholder with voting rights shall entitle its holder to one vote.

Article 15

Quorum

The General Meeting shall constitute a quorum irrespective of the number of shareholders present and shares which are represented.

Article 16

Presiding Officer

- 1 The Chairman of the Board of Directors or, failing him, the Vice-Chairman or another member specified by the Board of Directors, shall preside at the General Meeting.
- 2 The Chairman of the meeting shall designate the Secretary and the vote counters, who need not be shareholders. The minutes shall be signed by the Chairman of the meeting and the Secretary.
- 3 The Chairman of the meeting shall have all powers and authority required for the orderly running of the General Meeting without disruption.

Article 17

Resolutions and Elections

- 1 The General Meeting shall pass its resolutions and carry out its elections by a simple majority of the votes cast, excluding abstentions, blank and invalid votes, unless the articles of incorporation or mandatory legal provisions shall stipulate otherwise. In the event of a tie, the decision shall rest with the Chairman of the meeting.
- 2 Votes on Motions and elections shall be conducted by open vote unless the Chairman shall order, or shareholders representing in the aggregate at least two percent of the represented votes shall require, a written ballot. Should the result of an open vote or election be unclear, the Chairman may order that the vote or election be repeated in written form; in this case only the result of the written vote shall count. In a directive, the Board of Directors may set forth the acceptance of voting and elections by equivalent procedures (e.g. electronically) maintaining the principle of presence.

Article 18

Approval of Remuneration

- 1 The General Meeting shall approve annually the motions of the Board of Directors with regard to the maximum total amounts
 - a of the remuneration of the Board of Directors for the period until the next Annual General Meeting;
 - b of the remuneration of the Group Executive Committee for the next financial year.

The Board of Directors may present for approval to the General Meeting motions concerning the maximum total amount, or individual elements of remuneration for other time intervals and/or supplementary amounts for other remuneration elements, as well as additional contingent motions. If the remuneration for the Group Executive Committee is submitted for approval for the next financial year according to lit b. above, the remuneration report for that financial year will be submitted to the General Meeting for advisory vote.

- 2 Remuneration may be paid by the Company or by its group companies.
- 3 The Board of Directors shall determine the value of the remuneration in keeping with the same principles as applied in the remuneration report. Conditionally allocated remuneration elements shall be valued at the time the conditional allocation is made.
- 4 The Company or its group companies are authorized to make payment to any member who joins the Group Executive Committee during a period for which the General Meeting has already approved the remuneration of the Group Executive Committee, of a supplementary amount for the period(s) in question, where the total amount already approved for such remuneration is not sufficient. The sum

of all supplementary amounts may not exceed, during any one remuneration period, 30% of the respective total amount of approved maximum remuneration of the Group Executive Committee.

- 5 Where the General Meeting rejects a motion by the Board of Directors, the Board of Directors shall determine the maximum total amount or several maximum partial amounts, taking into consideration all relevant factors, and shall submit this/these to the General Meeting for approval. Where maximum total or partial amounts have been determined in this manner, the Company or its group companies may make contingent payment of remuneration, subject to approval by the General Meeting.

B Board of Directors

Article 19

Duties and Powers

- 1 The Board of Directors shall decide on all matters which are not by law, by the articles of incorporation or by the organizational rules reserved or assigned for decision to another corporate body.
- 2 The Board of Directors has the following non-transferable and inalienable duties:
 - a The ultimate management of the Company and the giving of the necessary directives;
 - b The establishment of the organization;
 - c The structuring of the accounting system and of the financial controls, as well as the financial planning;

- d The appointment and dismissal of the members of Group Executive Committee and the persons entrusted with representation, as well as determining who shall be authorized to sign for and on behalf of the Company and to represent it;
- e The ultimate supervision of the Group Executive Committee, in particular in view of compliance with the law, the articles of incorporation, organizational rules and directives;
- f The preparation of the annual and remuneration reports, as well as the preparation of the General Meeting of shareholders and the implementing of its resolutions;
- g The notification of the judge in the case of over indebtedness;
- h The formal acknowledgement that a capital increase has been carried out and the appropriate changes in the articles of incorporation have been made, as well as drawing up the report on the capital increase.

Article 20

Delegation of Powers

The Board of Directors may assign the preparation or the implementation of its resolutions to committees or individual members, and – subject to the mandatory legal provisions – delegate duties or powers completely or partially to individual members of the Board of Directors or to third parties who need not be shareholders.

Article 21

Election, Term of Office

- 1 The Board of Directors shall consist of at least seven but not more than thirteen members.

- 2 The General Meeting elects the Chairman and the other members of the Board of Directors individually. The term of office of the Chairman and of the other members of the Board of Directors ends with the conclusion of the next Annual General Meeting. Re-election is possible.
- 3 Should the number of members drop below the minimum number provided in these articles of incorporation, the completion of the Board of Directors may be deferred until the next Annual General Meeting, provided the Board of Directors still consists of at least six members.
- 4 Should the office of the Chairman become vacant, the Board of Directors shall designate from amongst its members a Chairman to serve until the conclusion of the next Annual General Meeting.

Article 22

Organization

- 1 The Board of Directors shall determine its own organization subject to the powers vested in the General Meeting.
- 2 It may appoint one or more committees from amongst its members.

Article 23

Convocation of Meetings, Circular Resolutions

- 1 The Board of Directors shall meet at the invitation of its Chairman or of the member representing him, as well as in the cases specified by law (article 715 of the Swiss Code of Obligations) or the organizational rules, as often as the business of the Company shall require, however, at least six times a year.
- 2 Wherever the Chairman, or the member of the Board of Directors representing him, may deem it advisable, resolutions of the Board of Directors may also be adopted by way

of written consent to a motion submitted, unless a member shall request discussion thereof.

Article 24

Adopting Resolutions, Taking Minutes

- 1 Resolutions of the Board of Directors shall be adopted and persons elected by an absolute majority of votes cast. In the event of a tie, the Chairman of the meeting shall have the casting vote except in the following matters (provided that the Board resolved to create the respective committee referred to below):
 - a Matters that are the subject of a motion or a recommendation from the Audit Committee;
 - b Matters that are the subject of a motion or a recommendation from the Remuneration Committee in relation to the remuneration of the Chairman of the Board of Directors;
 - c Appointments to the Board of Directors' Committees;
 - d Nominations for the election of members of the Board of Directors that are not made on the basis of a motion or a recommendation by the Governance and Nominations Committee.
- 2 Minutes will be taken of the discussions and resolutions, and these shall be signed by the Chairman and the Secretary.

Article 25

Remuneration

The Board of Directors may determine that a part, or the entirety, of their remuneration is to be paid in the form of shares. In such case it shall determine the conditions, including the time of allocation and any sales restrictions periods. It may provide, contingent upon the occurrence of certain events desig-

nated in advance, such as a change in control or the termination of a mandate, that transfer restrictions are to be reduced or lifted, or that payment of remuneration is to be forfeited.

Article 26

Remuneration Committee

- 1 The Remuneration Committee shall, as a general rule, consist of at least three members of the Board of Directors.
- 2 The General Meeting elects the members of the Remuneration Committee individually. Their term of office ends with the conclusion of the next Annual General Meeting. Re-election is possible. In the event of the early termination of the mandate of one or more members, the Board of Directors may appoint from amongst its members substitute members to serve until the conclusion of the next Annual General Meeting.
- 3 The Remuneration Committee shall deal with the remuneration policy of the Group Executive Committee and the remuneration architecture of the Company. It shall have the tasks, and dispose of the authority to make resolutions and submit motions, as assigned to it under the organizational rules and the Remuneration Committee Charter. In particular, it shall assist the Board of Directors in establishing and evaluating the remuneration system and the principles for determining remuneration, and in preparing proposals for submission to the General Meeting on the approval of remuneration, pursuant to art. 18 of the articles of incorporation. The Remuneration Committee may submit to the Board of Directors proposals and recommendations in all matters concerning remuneration.

- 4 The organizational rules and the Remuneration Committee Charter may assign additional tasks to the Remuneration Committee.

C Group Executive Committee

Article 27

Election, Powers

The Board of Directors shall appoint the Group Executive Committee, which shall be responsible for conducting the management of, and for representing, the Company in accordance with the organizational rules enacted by the Board of Directors.

Article 28

Remuneration

- 1 Remuneration of the Group Executive Committee shall be comprised of fixed and variable elements. The fixed remuneration shall include a base salary plus further remuneration elements. The variable remuneration may include short-term and long-term remuneration elements. The total remuneration shall take into account the recipient's functions and level of responsibility.
- 2 The short-term remuneration elements shall be based upon objective performance values determined in accordance with the results of the group and/or a business segment, or with targets relative to the market, other companies, or similar benchmarks and/or against individual targets, and of which achievement is measured, as a rule, over intervals of one year. The annual target of the short-term remuneration elements shall be capped at 100 % of the base salary; depending upon the performance achievements, the remuneration may be in an amount not to exceed 200 % of the target.

- 3 The long-term remuneration elements shall be based upon objective performance criteria determined in accordance with strategic targets, and of which achievement is measured, as a rule, over intervals of several years. The annual target amount of the long-term remuneration elements shall be determined as a percentage of the base salary and is capped as defined in the remuneration rules; depending upon the performance achieved, the actual remuneration may be an amount not to exceed 200 % of the target. The Board of Directors and the Remuneration Committee shall ensure adherence to the long-term objectives of the Company by setting appropriate conditions and deadlines for the exercise of rights, retention periods, and conditions for the expiration of rights.
- 4 The Board of Directors, or the Remuneration Committee, shall determine the performance and the target amount of the short-term and long-term elements of remuneration, and the criteria for achievement thereof.
- 5 Remuneration of the Group Executive Committee may take the form of cash, shares, options, equivalent instruments or units, or of benefits in kind or the performance of services. The Board of Directors or the Remuneration Committee shall determine the conditions for the allocation thereof, the conditions and deadlines for the exercise thereof, and any retention periods or conditions of expiration. It may provide, contingent upon the occurrence of certain events designated in advance, such as a change in control or the termination of an employment relationship, that the conditions and deadlines for the exercise of rights, or retention periods, are to be shortened or cancelled, that remuneration is to be paid based on an assumption of the achievement of target values, or that remuneration is to be forfeited.

D Auditors

Article 29

Election, Powers

The General Meeting shall elect as auditors an auditing company which complies with the legal requirements. Its rights and duties shall be governed by the provisions of the law. The term of office ends with the conclusion of the next Annual General Meeting. Re-election is possible.

V Financial Year and Use of Available Earnings

Article 30

Financial Year

- 1 The financial year of the Company shall be determined by the Board of Directors.
- 2 The annual financial statements shall be drawn up in accordance with the applicable provisions of the Swiss Code of Obligations and established accounting principles.

Article 31

Use of Available Earnings

The General Meeting shall resolve on the available earnings in accordance with the applicable provisions of the Swiss Code of Obligations.

V^{bis} Intended Acquisition of Assets

Article 31^{bis}

The Company intends to use the proceeds from the capital increase executed on April 17, 2009 to partially finance the indirect acquisition of the U.S. domestic personal auto insurance business of American International Group, Inc. for an expected overall purchase price of approximately USD 1.9 bn whereby the Company will, in view of such acquisition, grant a loan to Zurich Group Holding in the aggregate amount of USD 1.1 bn.

VI General Provisions

Article 32

Contracts with Members of the Board of Directors or the Group Executive Committee

- 1 The Company or its group companies may conclude contracts on scope of the mandate and remuneration, of indefinite or definite duration, with members of the Board of Directors. The duration and termination thereof shall be determined in accordance with the term of office and the law. Contracts with members of the Board of Directors may not exceed their term of office as set forth in art. 21 para. 2.
- 2 The Company or its group companies may conclude employment agreements of indefinite duration with members of the Group Executive Committee, subject to a maximum notice period of twelve months.
- 3 An agreement foreseeing a post-contractual non-competition duty is permissible, provided that the agreed term does not exceed one year, and that the compensation does not exceed the amount the member of the Group Executive

Committee received in the form of fixed and short term variable remuneration elements over the preceding 12 months.

Article 33

Number of Mandates Permitted

- 1 Members of the Board of Directors may not hold more than three additional mandates for listed companies, and five mandates for non-listed companies; members of the Group Executive Committee may not hold more than one additional mandate for a listed company and three mandates for non-listed companies.
- 2 The following mandates are exempted from the foregoing limits:
 - a Mandates for the Company and its group companies.
 - b Mandates held on behalf of, or at the behest of, the Company, or of a group company, for a company not affiliated with the group. Members of the Board of Directors or the Group Executive Committee may not hold more than five such mandates.
 - c Mandates for associations, charitable organizations, foundations or pension foundations. Members of the Board of Directors or the Group Executive Committee may not hold more than five such mandates.
- 3 A mandate, within the meaning of this provision, is defined as a position in the supreme management or administrative bodies of legal entities that are required to be registered with the Commercial Register or with an equivalent foreign register. Multiple mandates for different companies under unified control are accounted as a single mandate.

Article 34

Credit and Loans

The Company may provide members of the Board of Directors or the Group Executive Committee with credit and loans to a total maximum amount of CHF 3 million per individual.

Article 35

Notices, Communications

- 1 Official publications of the Company shall be made in the Swiss Official Gazette of Commerce. Where personal notification is not mandatory by law, publication in the Swiss Official Gazette of Commerce shall be deemed valid for all notifications which the law prescribes and for all other Company communications to shareholders.
- 2 Written communications by the Company to shareholders shall be made by unregistered mail sent to the last address of the shareholder or authorized recipient entered in the share register.

Article 36

Liquidation

The Company may be liquidated in accordance with the provisions of the Swiss Code of Obligations.

VII Disputes

Article 37

Place of Jurisdiction

- 1 All disputes on Company matters between individual shareholders and the Company or its corporate bodies, as well as between the Company and its corporate bodies, or between the corporate bodies themselves, shall be judged by the ordinary courts at the domicile of the Company in Zurich, subject to the right of appeal to the Swiss Federal Supreme Court.
- 2 Irrespective of the place of jurisdiction specified in paragraph 1 above, the Company may alternatively prosecute its corporate bodies and shareholders at their normal place of jurisdiction.

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Zurich Insurance Group Ltd
Mythenquai 2
8002 Zurich, Switzerland
Phone +41 (0)44 625 25 25 www.zurich.com

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