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Result of Meeting

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RESULTS OF COURT MEETING AND GENERAL MEETING

[BEAZLEY PLC](#)

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FOR IMMEDIATE RELEASE
22 April 2026

RECOMMENDED CASH ACQUISITION

of

BEAZLEY PLC ("Beazley")

by

ZURICH INSURANCE GROUP LTD ("Zurich")

RESULTS OF COURT MEETING AND GENERAL MEETING

On 2 March 2026, the board of directors of Beazley and the board of directors of Zurich announced that they had reached agreement on the terms of a recommended all-cash offer by Zurich for the entire issued and to be issued share capital of Beazley (the "**Transaction**"). The Transaction is to be implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

Full details of the Scheme are set out in the scheme document published on 26 March 2026 (the "**Scheme Document**"). Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document. Beazley announces that the Court Meeting and General Meeting were held earlier today in connection with the Transaction and:

- the requisite majority of Scheme Shareholders voted to approve the Scheme at the Court Meeting; and
- the requisite majority of Beazley Shareholders voted to approve the Special Resolution at the General Meeting.

Details of the resolutions passed are set out in the Notices of the Court Meeting and General Meeting contained in the Scheme Document.

Voting Results of the Court Meeting

Results of the poll at the Court Meeting held on 22 April 2026 were as follows:

	No. of Scheme Shareholders voting*	% of Scheme Shareholders voting**	No. of Scheme Shares voted	% of Scheme Shares voted**	No. of Scheme Shares voted as a % of the issued share capital**
FOR	109	83.21	262,967,064	99.91	43.72
AGAINST	22	16.79	237,900	0.09	0.04
TOTAL	122*	100.00	263,204,964	100.00	43.76

* In this column, where a Scheme Shareholder cast some of their votes 'for' and some of their votes 'against' the resolution, such Scheme Shareholder has been counted as having voted both 'for' and 'against' the resolution for the purposes of determining the number of Scheme Shareholders who voted as set out in this column.

** Rounded to two decimal places.

Number of votes cast at General Meeting

Results of the poll at the General Meeting held on 22 April 2026 were as follows:

	No. of Beazley Shares voted	% of Beazley Shares voted *
FOR	277,187,798	99.92
AGAINST	212,002	0.08
WITHHELD **	10,339	

*Rounded to two decimal places

**A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'for' nor 'against' the Special Resolution.

Copies of the resolutions passed at the General Meeting have been submitted to the National Storage Mechanism and will be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Next steps and timetable

The outcome of the Court Meeting and General Meeting means that Conditions 2(a) and 2(b) (as set out in Part A of Part III of the Scheme Document) have been satisfied. The Scheme remains subject to the sanction by the Court at the Court Hearing, which is expected to take place during the second half of 2026, and the satisfaction (or, if capable of waiver, the waiver) of the other Conditions to the Scheme. Subject to the Scheme receiving the sanction of the Court on that date, the Scheme is expected to become effective during the second half of 2026.

The expected timetable of principal events for the implementation of the Scheme remains as set out on pages 12 and 13 of the Scheme Document. If any of the key dates set out in the timetable change, Beazley will give notice of this change by issuing an announcement through a Regulatory Information Service and by making such announcement available on its website at <https://www.beazley.com/en-US/investor-relations>.

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J.P. Morgan Securities plc and Barclays Bank PLC are acting as financial advisers and corporate brokers, and Evercore Partners International LLP is acting as financial adviser to Beazley in connection with the Transaction. Freshfields LLP is acting as legal adviser to Beazley in connection with the Transaction.

Goldman Sachs International, Lazard & Co., Limited, and UBS are acting as financial advisers to Zurich and ZIC in connection with the Transaction. Slaughter and May is acting as legal adviser to Zurich and ZIC in connection with the Transaction.

Important notices relating to financial advisers

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Further information

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Transaction or otherwise, nor shall there be any sale, issuance or transfer of securities of Beazley in any jurisdiction in contravention of applicable law. The Transaction will be made solely by means of the Scheme Document (or if the Transaction is implemented by way of a Takeover Offer, the offer document) which will contain the full terms and conditions of the Transaction, including details of how to vote in respect of the Transaction. Any vote or decision in respect of the Scheme (or the Takeover Offer, if applicable) or other response in relation to the Transaction should be made only on the basis of the information contained in the Scheme Document (or, if applicable, the offer document).

This announcement does not constitute a prospectus, prospectus equivalent document or an exempted document.

The statements contained in this announcement are not to be construed as legal, business, financial or tax advice. Beazley Shareholders are urged to consult with their own legal, tax and financial advisers in connection with making a decision regarding this Transaction.

Overseas jurisdictions

The release, publication or distribution of this announcement in jurisdictions other than the UK, and the availability of the Transaction to Beazley Shareholders who are not resident in the UK, may be restricted by law and therefore any persons who are not resident in the UK or who are subject to the laws of any jurisdiction other than the UK (including Restricted Jurisdictions) should inform themselves about, and observe any applicable requirements.

In particular, the ability of persons who are not resident in the UK or who are subject to the laws of another jurisdiction to participate in the Transaction or to vote their Beazley Shares with respect to the Scheme at the Court Meeting, or to execute and deliver forms of proxy appointing another to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Transaction disclaim any responsibility or liability for the violation of such restrictions by any person. This announcement has been prepared for the purpose of complying with English law and the City Code on Takeovers and Mergers (the "**Code**") and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the UK.

Unless otherwise determined by Zurich or required by the Code, and permitted by applicable law and regulation, the Transaction shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Transaction by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction.

Accordingly, copies of this announcement and any formal documentation relating to the Transaction are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or

into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Transaction. If the Transaction is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

Sanctioned Shareholders

If any Beazley Shares are Sanctions Affected Shares: (a) no right, title or interest in any such Sanctions Affected Shares will be transferred to ZIC on the Effective Date where such transfer would cause any person to violate Sanctions, or be exposed to a reasonable risk of being targeted as a Sanctioned Person; (b) any purported vote by or on behalf of any holder of any such Sanctions Affected Shares at the Court Meeting or the General Meeting will not be treated as valid where applicable Sanctions do not permit such vote to be treated as valid; (c) no holder of Sanctions Affected Shares will receive any Cash Consideration under the Transaction on the Effective Date; and (d) under the terms of the Transaction and the Scheme, subject to compliance with any Sanctions, with effect on and from the Effective Date, all rights attaching to any such Sanctions Affected Shares will cease to be exercisable until such time as the right, title or interest in such shares is transferred to ZIC.

Additional information for US investors

The Transaction relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under English company law. A transaction implemented by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Scheme will be subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules. If, in the future, Zurich exercises the right to implement the Transaction by way of a Takeover Offer (whether by itself or by ZIC) and determines to extend the Takeover Offer into the United States, the Transaction will be made in compliance with applicable United States laws and regulations.

Financial information included in this announcement, or incorporated by reference to this announcement, has been or will have been prepared in accordance with accounting standards applicable in the UK that may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States ("**U.S. GAAP**"). U.S. GAAP differs in certain significant respects from accounting standards applicable in the United Kingdom. None of the financial information in this announcement, or incorporated by reference to this announcement, has been audited in accordance with auditing standards generally accepted in the U.S. or the auditing standards of the Public Company Accounting Oversight Board (United States).

Neither the SEC nor any U.S. state securities commission has approved, disapproved or passed judgment upon the fairness or the merits of the Transaction or determined if this announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the U.S.

The Transaction is expected to have tax consequences for US Beazley Shareholders. The receipt of the cash pursuant to the Transaction by a US Beazley Shareholder as consideration for the transfer of Scheme Shares pursuant to the Scheme will be a taxable transaction for US federal income tax purposes and likely will be a taxable transaction under applicable United States state and local tax laws. While Beazley believes that is not a passive foreign investment company (a "**PFIC**") for US federal income tax purposes for its current taxable year, no opinion has been obtained by Beazley in this regard and the determination of PFIC status is a factual one made annually after the close of the taxable year. In addition, because Beazley's operating subsidiaries are insurance companies with considerable financial assets held as reserves against underwritten insurance liabilities, the application of the PFIC rules may depend on the application of special rules and exceptions relevant to active conduct of insurance businesses. Those rules were amended for taxable years beginning after 31 December 2017, and Treasury and the IRS subsequently issued final regulations in 2021 addressing, among other things, the definition of a qualifying insurance corporation and the active conduct of an insurance business, although the application of those rules remains complex and, in certain respects, uncertain. If Beazley were a PFIC in any year while a Beazley Shareholder that is a US holder has owned Beazley Shares, any gain recognised on the transfer of its Scheme Shares pursuant to the Scheme generally would be ordinary income and an additional interest charge may apply if the Scheme Shares have been held for more than one taxable year.

Beazley Shareholders are urged to consult with their own legal, tax and financial advisors in connection with making a decision regarding the Transaction and regarding the tax consequences of the Transaction applicable to them.

It may be difficult for US holders of Beazley Shares to enforce their rights and any claim arising out of the US federal laws, since Zurich and Beazley are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US holders of Beazley Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to the jurisdiction of a US court.

In accordance with normal United Kingdom practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act (to the extent applicable), Zurich or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Beazley outside of the United States, other than pursuant to the Transaction, until the date on which the Transaction and/or Scheme becomes Effective, lapses or is otherwise withdrawn (or, in the case of any Takeover Offer, until expiration of any such Takeover Offer). These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at www.londonstockexchange.com.

Forward looking statements

This announcement (including information incorporated by reference into this announcement), oral statements made regarding the Transaction, and other information published or to be published by Zurich and/or Beazley, contain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Zurich and Beazley (as applicable) about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

The forward-looking statements contained in this announcement include statements with respect to the financial condition, results of operations and business of Beazley and certain plans and objectives of Zurich with respect thereto and other statements other than historical facts. Forward-looking statements include statements regarding the targeted profit, return on equity targets, expenses, pricing conditions, dividend policy, underwriting and claims results, business initiatives (including, but not limited to, sustainability matters) of the Zurich Group or Beazley Group (as applicable), as well as statements regarding the Zurich Group's or Beazley Group's understanding or predictions of general economic, financial and insurance market conditions and expected developments. They include, among other things, statements concerning the potential exposure of Zurich and the Zurich Group to market risks and statements expressing management's predictions, expectations, beliefs, estimates, forecasts, projections and assumptions, including as to future potential cost savings, synergies, earnings, cash flow, return on capital employed, production and prospects. Often, but not always, forward-looking statements can be identified by the fact that they do not relate only to historical or current facts and may use forward-looking words, phrases and expressions such as "anticipate", "target", "expect", "foresee", "predict", "project", "estimate", "forecast", "intend", "plan", "budget", "scheduled", "goal", "believe", "hope", "aims", "continue", "likely", "will", "may", "might", "should", "would", "could", "seek", "possible", "probably", "potential", "outlook", "risks", "objectives" or other similar words, phrases, and expressions; provided that the absence thereof does not mean that a statement is not forward-looking. Similarly, statements that describe objectives, plans or goals are or may be forward-looking statements. These statements are based on assumptions and assessments made by Beazley and/or Zurich in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve known and unknown risk and uncertainty and other factors which may cause actual results, performance, actions, achievements or developments to differ materially from those expressed in or implied by such, because they relate to events and depend on circumstances that will occur in the future. Although Zurich and/or Beazley believe that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement.

There are a number of factors which could cause actual results, performance, actions, achievements or developments to differ materially from those expressed or implied in forward-looking statements. Such factors include, but are not limited to: UK domestic and global economic and business conditions; the risk of a global economic downturn; market related risks such as fluctuation in interest rates and exchange rates; frequency, severity and development of insured claims events; mortality and morbidity experience; policy renewal and lapse rates; increased litigation activity and regulatory actions; inflation/deflation; the impact of competition; changes in customer preferences; the risk of a cyber-attack that could threaten the availability and integrity of systems and the confidentiality of data; risks concerning borrower credit quality; delays in implementing proposals; the timing, impact and other uncertainties of future acquisitions or other combinations within relevant industries; the policies and actions of regulatory authorities, and the possibility of conflict

between different governmental standards and regulatory regimes; and the impact of tax or other legislation and other regulations in the jurisdictions in which Zurich operates. Other unknown or unpredictable factors could cause actual results, performance, actions, achievements or developments to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results, performance, actions, achievements or developments may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors.

Neither Zurich nor Beazley, nor any of their respective associates, directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Given the risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. Additional factors that may affect future results are contained in the latest financial results and reports of Zurich (available at: www.zurich.com/investor-relations/results-and-reports) and Beazley (available at: www.beazley.com/en-US/investor-relations/report-presentation-webinars/). These factors should also be considered by the reader.

Neither Zurich nor Beazley assumes any obligation to update or correct the information contained in this announcement (whether as a result of new information, future events or otherwise), except as required by applicable law. All subsequent written or oral forward-looking statements attributable to Zurich or Beazley or any person acting on their behalf are qualified by the cautionary statements herein.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in one per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Rule 26.1 disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement and the documents required to be published under Rule 26 of the Code, will be made available free of charge, subject to certain restrictions relating to persons resident in or located in Restricted Jurisdictions, on Zurich's website at www.zurich.com/beazleyoffer and Beazley's website at www.beazley.com/en-

[US/investor-relations/offer-for-beazley/](#) by no later than 12 noon (London time) on the first Business Day following the date of this announcement. For the avoidance of doubt, neither the contents of these websites nor the contents of any websites accessible from any hyperlinks are incorporated into or form part of this announcement.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

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