

**Company number 10917763**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**SPECIAL RESOLUTION**  
**OF**  
**NEXUS MUTUAL LIMITED (the “Company”)**

**January 28, 2022**

Pursuant to Chapter 2 of Pt. 13 of the Companies Act of 2006, the directors of the Company, as requested by members, propose that the following resolution is passed as a special resolution (“Resolution”).

**SPECIAL RESOLUTION**

The Terrapin Foundation, a Private Interest Foundation in Panama structured as a bare trust or pure nominee, shall be formed for the benefit of the Company’s existing members.

All assets of the Company shall be transferred to the Terrapin Foundation, less a nominal amount withheld for purposes of winding down the Company.

All members of the company, except for the Directors, shall resign their membership in the Company and all members of the Company, including the Directors, shall be bound by the DAO Member Agreement of Nexus Mutual.

**ADOPTION**

Adoption of this resolution will be determined via a cryptographic poll held on Snapshot during the Companies general meeting taking place on February 17th to 21st, 2022.

**NOTES**

If you agree or disagree with the Resolution, please indicate your view by participating in the Snapshot vote at the Companies general meeting.

You may not return the Resolution to the Company by any other method.

## **SUPPORTING DOCUMENTS**

### **Terrapin Foundation Regulation (bylaws)**

<https://nexusmutual.io/pages/Nexus-Mutual-Regulations-PIF-PROPOSED.pdf>

### **Asset Transfer Agreement**

<https://nexusmutual.io/pages/Nexus-Mutual-Asset-Transfer-Agreement-PROPOSED.pdf>

### **DAO Membership Agreement of Nexus Mutual**

<https://nexusmutual.io/pages/Nexus-Mutual-DAO-Member-Agreement-PROPOSED.pdf>