AXA XL Syndicate Limited
Registered Number: 02968384

Statement by the Directors of their performance of their statutory duties in accordance with Section 172(1) of Companies Act 2006 for the Year Ended 31 December 2025

The Board of Directors of the Company consider that both individually and collectively, they have discharged their statutory duties under Section 172 of the Companies Act 2006 by acting in a way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the Company's relevant stakeholders and matters set out in Section 172 of the Companies Act) in the decisions taken during the year ended 31 December 2025.

When discharging their duties and making decisions, Section 172 of the Companies Act requires the directors to have regard, amongst other things, to the:

- likely consequences of any decision in the long term;
- interests of the company's employees;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and the environment;
- desirability of the company maintaining a reputation for high standards of business conduct;
- need to act fairly between different members of the company.

The Company's key stakeholders are diverse and include Syndicate 2003 and its managing agent AXA XL Underwriting Agencies Limited ("AXUAL"), its shareholders, regulators, brokers, policy-holders and other intermediaries with which it does business.

The Company operates within the framework of AXA XL's service company model and is the recipient of services provided by one of its sister companies. The Company has no direct employees. Board meetings are held periodically when the directors consider the Company's activities and make decisions.

The Company follows the policies and procedures of the AXA XL Division of the AXA SA group of companies, including those relating to the community and the environment, standards of business conduct and its interactions with key stakeholders. However, while being a member of the AXA XL Division, the Company makes autonomous Board decisions on each transaction's own merits after due consideration of the long-term success of the Company, Section 172 factors and the stakeholders impacted. The views and the impact of the Company's stakeholders are an important consideration for the directors when making relevant decisions.

People
The Company, in line with the AXA XL Division is committed to providing equal opportunities to all employees, irrespective of 'protected characteristics'. The Company supports inclusion and diversity and is committed to building a global workplace that works for everyone, and one in which all employees are treated with dignity and respect and where individual differences are encouraged and valued.

Community and the Environment
Striving to achieve a balance between Environmental, Social and Governance ("ESG") activity is in the long-term interests of the Company, the wider AXA XL Division, and the communities in which the Company operates. In alignment with other entities in the AXA XL Division, the Company considers the impact that its operations have on the community and the environment.

Shareholder
The Company's ultimate shareholder is AXA SA, a company incorporated in France. Within the AXA XL Division, various initiatives were pursued throughout the year, including working with colleagues at AXA General Insurance (GI) in the UK to demonstrate our combined offering as "One AXA" and to assess opportunities for mutual growth.

Suppliers, customers and others in a business relationship with the Company
As part of the AXA XL Division, the Company believes that fostering business relationships with these stakeholders is important to the Company's success. The Company strives to build trusted relationships with brokers and clients and to always treat them fairly, providing commitment to its clients that the business delivers on its purpose, to "act for human progress by protecting what matters". Delivering on this purpose helps to enhance AXA's reputation, both in the eyes of brokers, clients, and other external stakeholders such as regulators, rating agencies and media.

The Company is committed to acting conscientiously and advancing processes to ensure that responsible procurement is central to all its purchases. As part of the AXA XL Division, the Company benefits from the use of the AXA Core Values and Ethics (Guidelines), that are adopted by AXA XL and embedded into the AXA XL Procurement Policy.

Maintaining a reputation for high standards of business conduct

The reputation of the Company is fundamental to its long-term success. The Company is committed to maintaining the highest standards of ethical conduct, and this is reflected in the AXA Values: Customer First, Integrity, Courage and One AXA. Having a clear set of values and ethics guide behaviours, which drive good outcomes for all stakeholders.

The Company's commitment to ethical conduct is set out in more detail in the AXA Group Compliance and Ethics Code and AXA XL Division's Code Supplement ("Code of Conduct"). Policies contained in the Code of Conduct include treating customers fairly and professionally, anti-bribery and corruption, speaking up (whistleblowing) and dignity at work. Code of Conduct violations, or other misconduct, is taken very seriously and may result in disciplinary action, including dismissal.

Consideration of the consequence of decisions for the long term

The Board of Directors made several key decisions during the year and Section 172 considerations were considered throughout the decision-making process. Examples of where the Board has considered the stakeholder impact and the likely consequences of any decision in the long term for the financial year ended 31 December 2025 included but were not limited to:

- In September 2025, the Company declared an interim dividend of £28.0m (2024: £77.7m) to its shareholder (XL Bermuda Ltd). The Directors took into account all relevant matters set out in Part 23, Chapter 1 of the Companies Act 2006 concerning the payment of dividends, including reviewing the Company's distributable reserves and its ability to pay its debts as they fall due, having regard to the entirety of the Company's business and the actual and contingent liabilities (present and future) inherent in that business. The Directors concluded, having given due consideration, inter alia, to the matters set out in Section 172 of the Act, that neither the long-term interests of the Company nor the interests of its creditors were prejudiced by payment of the interim dividend and that distributable reserves would remain sufficient.