

BEFORE THE INSURANCE COMMISSIONER OF THE STATE OF IOWA

In the matter of the Application of Transamerica Life Insurance Company (TLIC) for Approval of Its Plan of Division	(Iowa Code Chapter 521I)
---	--------------------------

**BEFORE THE INSURANCE COMMISSIONER AND THE ATTORNEY GENERAL OF
THE STATE OF IOWA**

In the matter of the Application of Transamerica Life Insurance Company (TLIC) for Approval of the merger of Newly Formed Company with SCOR Global Life USA Reinsurance Company	(Iowa Code Chapter 521)
---	-------------------------

WAIVER OF CONFLICT OF INTEREST

The undersigned acknowledge that Faegre Drinker Biddle & Reath LLP (“Faegre Drinker” or the “Firm”) has represented the Iowa Insurance Division (the “Division”) since September 2024 in connection with the Division’s review of a proposed corporate division and merger transaction involving Transamerica Life Insurance Company (“TLIC”) and the newly formed company SCOR Global Life USA Reinsurance Company (the “Transaction”). The undersigned acknowledge that the Firm’s engagement by the Division commenced before John Hancock Life Insurance Company (U.S.A.) and its affiliate The Manufacturers Life Insurance Company (Bermuda Branch) (“John Hancock”) intervened in the proceeding and before the Firm was aware that John Hancock would challenge the Transaction.

John Hancock and TLIC acknowledge that they are also clients of the Firm in matters unrelated to the Transaction and the Division’s review of the Transaction. As required by the scheduling order issued by the Commissioner in this proceeding, and after having had the opportunity to consult with counsel of their choosing, TLIC and John Hancock, through the

undersigned, hereby consent to Firm's continued representation of the Division in connection with the Division's review of the Transaction and related proceedings before the Commissioner. The Firm will establish an ethical wall to screen the Faegre Drinker attorneys working on the Transaction ("Faegre Drinker Legal Team") from other matters involving TLIC or John Hancock during the pendency of this matter. The Faegre Drinker Legal Team are not currently engaged in other matters involving the parties to this case and will disclose and obtain waiver or consent before entering any new engagements.

Further, TLIC and John Hancock waive any objection to the Firm's continued representation of the Division in this proceeding based on any actual or potential conflict of interest arising from the Firm's current or prior representation of John Hancock, TLIC, or any of their respective affiliates in matters unrelated to the Transaction.

TLIC, SCOR, and John Hancock also consent to the Division's retention and engagement of Risk Regulatory Consulting, LLC ("RRC"), as an independent expert in this matter. RRC has not been directly retained by TLIC, SCOR, or John Hancock. Its affiliate, RSM Services, has performed work unrelated to this matter for TLIC and SCOR. TLIC, SCOR, and John Hancock waive any actual or perceived conflict of interest of RRC in connection with this engagement.

Dated: June 26, 2026

Nick Critelli

Nick Critelli
CritelliLaw, P.C.
317 Sixth Avenue
Des Moines, IA 50309
Telephone: (515) 243-3122
Email: nick@critellilaw.com

G. Thomas Sullivan

G. Thomas Sullivan
Nyemaster Goode, P.C.
700 Walnut Street, Suite 1300
Des Moines, IA 50309
Telephone: (515) 283-3126
Email: gts@nyemaster.com
Iowa State Bar #8741

Stephen W. Schwab (*pro hac vice*)
Ana Condes (*pro hac vice*)
DLA Piper LLP (US)
444 West Lake Street Suite 900
Chicago, IL 60606-0089
Telephone: (312) 368-2150
Email: stephen.schwab@us.dlapiper.com
ana.condes@us.dlapiper.com

*Counsel for SCOR Global Life USA
Reinsurance Company*

William C. O'Neill
Thomas Kinney
Michael T. Carolan
Troutman Pepper Locke
401 9th Street. N.W.
Suite 1000
Washington, DC 20004
Email: william.oneill@troutman.com
thomas.kinney@troutman.com
michael.carolan@troutman.com

Jeffrey B. Korn (*pro hac vice* submitted)
Vanessa C. Richardson (*pro hac vice*
submitted)
Katherine Higginbotham (*pro hac vice*
submitted)
Willkie Farr & Gallagher LLP
787 7th Avenue
New York, NY 10019
Telephone: (212) 728-8842
Email: jkorn@willkie.com
vrichardson@willkie.com
khigginbotham@willkie.com

*Counsel for Transamerica Life Insurance
Company*

Ann M. Frohman

Ann Frohman (Iowa No. AT0014062)
FROHMAN LAW
1350 Aldrich Rd.
Lincoln, NE 68510
Email: ann@frohmanlaw.com

Suman Chakraborty*
Kristen White*
Kerime S. Akoglu*
Matt Phillips*
**MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY & POPEO, P.C.**
919 Third Avenue
New York, New York 10022
Email: schakraborty@mintz.com
kdwhite@mintz.com
ksakoglu@mintz.com

mphillips@mintz.com

* *Pro hac vice* pending

*Counsel for Intervenor John Hancock Life
Insurance Company*