Registered No 99375 Registered in England & Wales

AT THE EXTRAORDINARY GENERAL MEETING OF

THE NORTHERN ASSURANCE COMPANY LIMITED

HELD ON 29 June 2011

THE FOLLOWING RESOLUTIONS WERE PASSED:

Special resolution

1 '**THAT** the Company be wound up voluntarily '

Ordinary resolutions

2 '**THAT** Tim Walsh and Laura Waters of PricewaterhouseCoopers LLP, Benson House, 33 Wellington Street, Leeds, LS1 4JP be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'

3 '**THAT** the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of the members, such remuneration to be drawn monthly, or at such longer intervals as they may determine '

4. '**THAT** the Company's books and records be held to the order of the Joint Liquidators, and may not be destroyed until two years after the dissolution of the Company '

Extraordinary resolutions

5 '**THAT,** in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to

a) Divide among the members of the Company in specie the whole or any part of the assets of the Company

(b) Value any assets and determine how the division shall be carried out as between the members or different classes of members

(c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the members as the Joint Liquidators so determine, but no members shall be compelled to accept any assets upon which there is a liability '

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6 '**THAT,** pursuant to section 165(2)(a) of the Insolvency Act 1986, the Joint Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act '

Signed .....
A M Commons
Chairman of the meeting