

ORION PERSONAL INSURANCES LIMITED

**Written resolutions of the Company pursuant to
Section 281 and Chapter 2 of Part 13 of the Companies Act 2006**

Circulation Date 14 / 09 / 2012 2012

In accordance with Section 281 and Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose the following Special Resolutions to be passed by Written Resolutions.

SPECIAL RESOLUTIONS

THAT the Company's share premium account be reduced by £122,000 00 to zero

Agreement to Written Resolutions

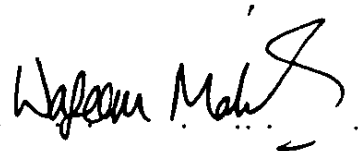
Please read the notes at the end of this document before signifying your agreement to the Written Resolutions

The undersigned, a person entitled to vote on the Written Resolutions, irrevocably agrees to the Special Resolutions

Signed by **Mr. W. U. Malik**

duly authorised for and on behalf of
AXA GENERAL INSURANCE LIMITED

Signature.



Date: 14 / 09 / 2012

SATURDAY



A1HZQ7H6

A21

22/09/2012

#332

COMPANIES HOUSE

PROCEDURES FOR SIGNIFYING AGREEMENT TO WRITTEN RESOLUTIONS

- 1 You can choose to agree to the Written Resolutions or not. If you agree to the Written Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below.

- **By Hand:** deliver the signed and dated copy to AXA UK plc, Group Secretariat, 5 Old Broad Street, London EC2N 1AD.
- **By Post:** return the signed and dated copy by post to AXA UK plc, Group Secretariat, 5 Old Broad Street, London EC2N 1AD.
- **Electronically:** return a scanned version of the original signed and dated copy to Jeremy.Small@axa-uk.co.uk.

If you do not agree to the Written Resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to Written Resolutions

2. Unless, by the end of twenty-eight days from the date set out in the resolutions, sufficient agreement has been received for the written resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during that date. Your agreement will be ineffective if received after that date.