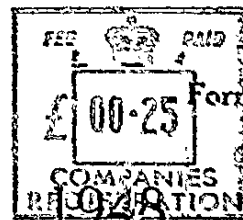
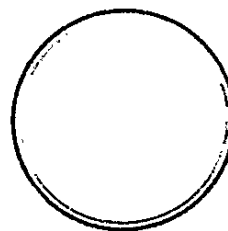
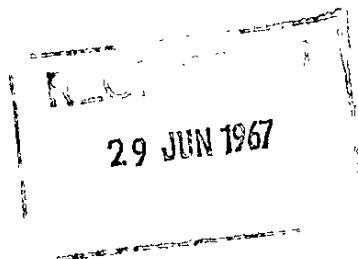


No. of Company 909558 //



Form No. 41.

# THE COMPANIES ACT, 1948.



A 5/- Companies' Registration Fee Stamp must be impressed here.

**DECLARATION OF COMPLIANCE** with the requirements of the Companies Act, 1948, on application for registration of a Company.

*Pursuant to Section 15 (2).*

Insert the  
Name of  
the Company }

EDWARD LUMLEY LIFE & PENSIONS (MIDLANDS) LIMITED. ✓

*Presented for registration by*

Rydal Company Formations Ltd.,  
Portland House,  
73 Basinghall Street,  
London, E.C.2.

**RYDAL REGISTRARS AND SECRETARIES LIMITED**  
PORTLAND HOUSE  
73 BASINGHALL STREET  
LONDON, E.C.2

TELEGRAMS: MET 9122  
CABLES: RYREG, LONDON

*Company Registration Agents.*



1, PETER FREDERICK CAMPKIN

of 211 Rydal Drive, Bexleyheath, Kent.

Do solemnly and sincerely declare that I am ("

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
for in Scotland  
"A Solicitor")"en-  
gaged in the for-  
mation or  
"A person named  
in the Articles of  
Association as a  
"Director or  
"Secretary."

... A Person named in the Articles of Association  
as the Secretary

of EDWARD LUMLEY LIFE & PENSIONS (MIDLANDS)

(12)

Limited, and that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, and I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act 1835."

This margin reserved for binding and should not be written across.

Declared at ... Portland House,  
73 Basinghall Street,  
London, E.C.2.

the 16<sup>th</sup> day of June 1967

Before me

*P.F. Campkin*

*H. Arthur Bell*

A Commissioner for Oaths. [or a Notary Public or  
Justice of the Peace]

No. of Company ..... 909558 / 2

Form No. 25



**THE STAMP ACT, 1891**  
(54 & 55 Vic., Ch. 39).

COMPANY LIMITED BY SHARES.

29 JUN 1967

**Statement of the Nominal Capital**

OF

.....  
EDWARD LUMLEY LIFE & PENSIONS (MIDLANDS)  
.....  
**LIMITED**

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and by Section 41 of the Finance Act, 1933.

*NOTE:—The Stamp Duty on the Nominal Capital is Ten Shilling for every £100 or fraction of £100.*

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

*Presented for registration by*

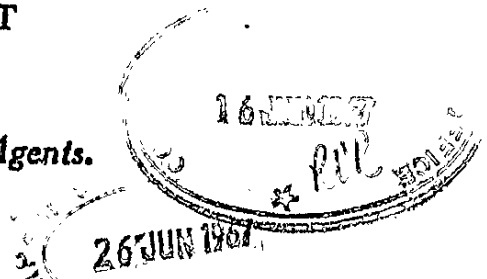
Rydal Company Formations Ltd.,

Portland House, 73 Basinghall Street, London, E.C.2.

**RYDAL REGISTRARS AND SECRETARIES LIMITED**  
PORTLAND HOUSE  
73 BASINGHALL STREET  
LONDON, E.C.2

TELEPHONE: MET 9122  
Cables: RYREG, LONDON

*Company Registration Agents.*



# THE NOMINAL CAPITAL

OF

.....  
EDWARD LUMLEY LIFE & PENSIONS (MIDLANDS)..... Limited,

is £..... 100 ..... divided into ..... 100 .....

Shares of ..... £1 ..... each.

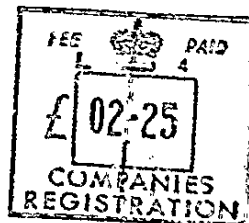
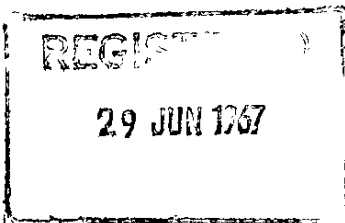
\*Signature.....  .....

..... Secretary  
Officer.....

Dated the ..... 12th ..... day of ..... June ..... 19..... 67 .....

NOTE—This margin is reserved for binding and must not be written upon.

.....  
\*This Statement should be signed by an Officer of the Company.



THE COMPANIES ACT, 1948.

909558 / 3

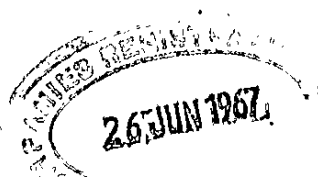
COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

EDWARD LUMLEY LIFE & PENSIONS (MIDLANDS) LIMITED

1. The name of the Company is "EDWARD LUMLEY LIFE & PENSIONS (MIDLANDS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) (1) To carry on business as insurance brokers and agents in respect of all classes of insurance, including aviation and aircraft risks of all kinds, fire, marine, pension, life, accident, burglary, workmen's compensation, indemnity, motor, plate glass, live stock, fidelity and boiler insurances.
  - (2) To act as estate agents, business and general transfer agents, surveyors, assessors, valuers, and salvage and average adjustors.
  - (3) To negotiate and arrange mortgages, loans and advances, partnerships, and the sale and purchase of businesses or shares therein and properties of all kinds and to carry on the business as financiers, financial agents, bankers, industrial bankers, capitalists, and to promote, finance, advance money on hire purchase or otherwise assist any Company or Companies.



- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £ 100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe. ✓



WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber

---

Peter Frederick  
Campkin

211 Rydal Drive,  
Bexleyheath, Kent.

Company Director and  
Secretary.

ONE

*P. F. Campkin*

Margaret Campkin

211 Rydal Drive,  
Bexleyheath, Kent.

Company Director

ONE

*M. Campkin*

---

. DATED the 12th day of June 19 67

WITNESS to the above signatures :-

William Sydney Kerridge,  
213 Rydal Drive,  
Bexleyheath, Kent.

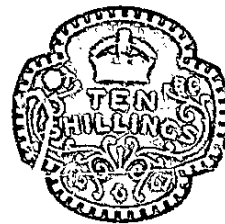
Silversmith.

*W. S. Kerridge*

THE COMPANIES ACT, 1948.

909558 / 4

COMPANY LIMITED BY SHARES.



Articles of Association

29 JUN 1967

OF

EDWARD LUMLEY LIFE & PENSIONS (MIDLANDS) LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5, and 6 in Part II of Table A shall accordingly apply to the Company.

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

LIEN.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2).

of The Companies Act, 1946, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

8. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

10. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointer or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

#### BORROWING POWERS

11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

#### SECRETARY

12. The first Secretary of the Company shall be Peter Frederick Campkin

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Peter Frederick Campkin,  
211 Rydal Drive,  
Bexleyheath, Kent.  
Company Director and Secretary.

*P.F. Campkin*

Margaret Campkin,  
211 Rydal Drive,  
Bexleyheath, Kent.  
Company Director.

*M. Campkin*

---

DATED the 12th day of June 1967

WITNESS to the above signatures :-

William Sydney Kerridge,  
213 Rydal Drive,  
Bexleyheath, Kent.  
Silversmith.

*W.S. Kerridge*

DUPLICATE FOR THE FILE.

No. 903558



## Certificate of Incorporation

I Hereby Certify that

EDWARD LUMLEY LIFE & PENSIONS (MIDLANDS) LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this 29TH JUNE, 1967.

*L.S. Whisfield.*

Assistant Registrar of Companies.

Certificate  
received by

}

*T. E. King*

Date

*29/6/67*

Ne72813/7

909558 ✓ / 22

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION


- of -

EDWARD LUMLEY LIFE & PENSIONS (MIDLANDS) LIMITED 040.10

AT an Extraordinary General Meeting of the above-named Company duly convened and held at Lumley House, 43/51 St. Mary Axe, London EC3A 8AL on 12th January 1976 the following Resolution was duly passed as a SPECIAL RESOLUTION :

RESOLUTION

THAT with the consent of the Department of Trade, the name of the Company be and it is hereby changed to "Colonnade Insurance Brokers Limited".

  
Chairman.

SLAUGHTER AND MAY  
35, BASINGHALL ST.  
LONDON. E.C.2

73




**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 909558

23

I hereby certify that

**EDWARD LUMLEY LIFE & PENSIONS (MIDLANDS) LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**COLONNADE INSURANCE BROKERS LIMITED**

Given under my hand at London the 28th January 1976

N. TAYLOR



*Assistant Registrar of Companies*

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

of

909558

125

COLONNADE INSURANCE BROKERS LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened and held on 20th October 1976  
the following Resolution was passed as a SPECIAL RESOLUTION:-



RESOLUTION

THAT the regulations contained in the document  
produced to the Meeting and signed for the purposes  
of identification by the Chairman hereof be and they  
are hereby adopted as the Articles of Association  
of the Company to the exclusion of all existing  
regulations.

SLAUGHTER AND MAY TAW/APR  
35, BASINGHALL ST.  
LONDON EC2



  
Chairman



  
Director.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

COLONNADE INSURANCE BROKERS LIMITED

(adopted by Special Resolution passed on 20th October  
1976)

TABLE A

*Still Private*

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company except where the same are varied by or inconsistent with these Articles. Subject as aforesaid references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

" SHARE CAPITAL AND VARIATION OF RIGHTS

2. The share capital of the Company is £100 divided into 100 Shares of £1 each which shall rank pari passu in all respects. ✓

3. All powers of the Company which are by the provisions of the Companies Acts 1948 to 1967 or of Parts I or II of Table A or of these Articles required to be exercised by the Company in General Meeting shall (except in the case of a resolution complying with Section 184 of the Companies Act, 1948) only be exercisable by Special Resolution and all such provisions shall be read and construed accordingly.

4. Subject to any direction to the contrary that may be given by the Company in general meeting by Special Resolution the unissued shares of the Company (whether forming part of the original or any increased capital) shall, before issue, be offered either at par or at a premium to such of the existing shareholders as at the date of the offer are entitled to receive notices from the Company of general meetings upon the terms and so that in the

case of competition the shares shall be allotted to the members accepting the offer in proportion (as nearly as may be and without increasing the number allotted to any member beyond the number applied for by him) to the amount of the existing shares of which they are the holders. The offer shall be made by notice specifying the number of shares offered, and limiting a time (being not less than twenty-eight days) within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the persons to whom the offer is made that they decline to accept the shares offered, the Directors may thereafter dispose of the shares which shall not have been accepted in accordance with the provisions of the next following Article. This Article shall not apply so as to confer any rights in respect of an issue of shares in the Company on any member who has in respect of such issue expressly waived his rights under this Article in writing.

5. Subject as aforesaid the unissued shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Companies Act, 1948 (hereinafter called "the Act").

6. If any such separate general meeting as is referred to in Regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum and Regulation 4 of Table A shall be construed accordingly.

#### LIEN

7. Regulation 11 of Table A shall be read and construed as if the words "(not being a fully paid share)" and "(other than fully paid shares)" were deleted therefrom.

#### TRANSFER AND TRANSMISSION OF SHARES

8. Subject to the provisions of Article 11 the Directors may in their absolute discretion and without assigning any reason therefor refuse to register a transfer of any share to any person who is

not already a member or which is not in respect of the whole of a member's holding of Shares in the Company unless all the members shall previously have consented thereto in writing. The Directors may also refuse to register the transfer of any share on which the Company has a lien. Regulation 3 of Part II of Table A shall not apply to the Company.

9. Every member or other person entitled to shares who intends to transfer shares or any interest therein (hereinafter called "the Vendor") shall give notice in writing (hereinafter referred to as "a transfer notice") to the Directors of his intention. Such notice shall be deemed to constitute the Directors his agent for sale of all the shares held by the Vendor in one lot to members of the Company at a price equal to par in respect of each such share (hereinafter referred to as "the transfer price"). A transfer notice shall not be withdrawn except with the consent of the Directors.

10. Upon receipt by the Directors of a transfer notice as aforesaid the Directors shall forthwith give notice in writing to all such of the existing shareholders (other than the Vendor) as at the date thereof are entitled to receive notice from the Company of general meetings of the number and transfer price of the shares to be sold inviting each of them to state in writing within twenty-eight days from the date of the said notice whether he is willing to purchase the said shares. At the expiration of the said notice the Directors shall allocate the said shares to such of the members who shall have notified their willingness to purchase as aforesaid and in case of competition to such of the members and in such numbers as the Directors shall in their absolute discretion decide. Upon any such allocation as aforesaid being made the Vendor shall be bound, on payment of the transfer price, to transfer the said shares to the purchaser or purchasers and, if he makes default in so doing, the Directors may receive and give a good discharge for the purchase money on behalf of the Vendor and may authorise some person to execute a transfer of such shares in favour of the purchaser or purchasers and may enter the name or

names of the purchaser or purchasers in the register of members as the holder or holders by transfer of the said shares so purchased by him or them.

11. Articles 8 to 10 inclusive shall not apply to any particular transfer of shares in respect of which either (a) the person intending to transfer the shares shall certify in writing to the Directors that the proposed transferee thereof is its wholly owned subsidiary or (b) all the members for the time being of the Company shall have agreed in writing that the said Articles shall not apply.

12. In the event of death bankruptcy or liquidation (other than a liquidation entered into for the purposes of amalgamation or reconstruction) of any member the Directors may at any time thereafter give to the legal personal representatives trustee in bankruptcy or liquidator as the case may be of any such member (hereinafter called "the Vendor") notice in writing requiring the shares held by the Vendor to be sold and transferred and upon the giving of such notice the Vendor shall be deemed to have given the Directors a transfer notice in respect of such shares and all the provisions of Articles 8 to 10 (inclusive) shall accordingly apply.

#### GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two members present in person or by proxy shall be a quorum at any general meeting. Regulation 53 of Table A and Regulation 4 of Part II of Table A shall not apply to the Company.

14. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a Director thereof or its duly appointed Attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

15. A poll may be demanded by the Chairman or by any member present in person or by proxy or (being a corporation) by a representative duly authorised under section 139 of the Act and Regulation 58 of Table A shall be construed accordingly.

16. Notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notice to him. Regulations 131 and 134 of Table A shall be modified accordingly.

#### VOTES OF MEMBERS

17. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under section 139 of the Act shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every £1 nominal of ordinary share capital of which he is the holder. Regulation 62 of Table A shall not apply to the Company.

18. If any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting.

#### DIRECTORS

19. (a) The number of Directors shall be not less than two nor more than six.

(b) Any appointment or removal of a Director shall be made in writing and shall be signed by the members by whom such Director was appointed or removed as the case may be and shall be left at or sent to the Registered Office of the Company and shall be operative as soon as the same is received thereat. Regulation 75 of Table A shall not apply to the Company.

20. Notice of every meeting of the Board shall be given to every Director at any address supplied by him to the Company for that purpose whether or not he be present in the United Kingdom. Regulation 48 of Table A shall be construed accordingly.

21. The quorum necessary for the transaction of the business of the Directors shall be four

Directors present or their respective alternates duly appointed under Article 29 present throughout the Board Meeting. Regulation 99 of Table A shall not apply to the Company.

22. The continuing Directors may act notwithstanding any vacancies in the Board. Regulation 100 of Table A shall not apply to the Company.

23. A resolution in writing signed by all the Directors for the time being in office shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors or their alternates. Regulation 106 of Table A shall not apply to the Company.

24. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply to the Company.

25. The Directors (including alternate Directors) shall be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or committees of the Board or general meetings or otherwise incurred while engaged on the business of the Company.

26. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in general meeting) receive such extra remuneration by way of salary, commission, participation in profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

27. Each Director shall have the power by writing under his hand left at or sent to the Registered Office of the Company to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the

Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. An alternate Director may act as alternate for more than one Director.

28. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract or arrangement shall come before the Directors for consideration. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply to the Company.

29. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company and Directors shall not be liable to retirement by rotation.

30. The office of Director shall be vacated if the Director

- (a) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is removed from office under the provisions of Article 18.

Regulation 88 of Table A shall not apply to the Company.

#### POWERS AND DUTIES OF THE BOARD

31. The Board may exercise all the powers of

the Company to borrow or raise and to guarantee the payment of moneys and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply to the Company.

32. The Board may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary or associated company of the Company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons. Regulation 87 of Table A shall not apply to the Company.

33. The Board may from time to time appoint one or more of its body to an executive office (including that of Managing Director, Executive Director, Manager or any other salaried office) for such period and on such terms as it shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement the appointment of any Director to any such office as aforesaid shall be ipso facto determined if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

34. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (whether by way of salary, commission, participation in profits or pension or partly in one way and partly in another or otherwise howsoever, whether similar to the foregoing or not) as the Board may determine. Regulation 108 of Table A shall not apply to the Company.

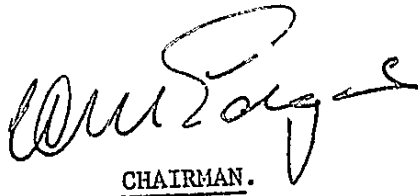
#### ACCOUNTS

35. In Regulation 126 of Table A after the words "157 of the Act," shall be added the words "and sections 16 to 22 inclusive of the Companies Act 1967".



## INDEMNITY

36. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act; 1948) which he may sanction or incur in or about the execution of his duties or office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section. Regulation 136 of Table A shall not apply to the Company.

A handwritten signature in dark ink, appearing to read 'W. S. Jones', is written over the printed title 'CHAIRMAN.'.

CHAIRMAN.

No. 909558

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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NEW  
ARTICLES OF ASSOCIATION  
of  
COLONNADE INSURANCE BROKERS  
LIMITED

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# THE COMPANIES ACTS 1948 TO 1976

## Notice of passing of resolution removing an auditor

Pursuant to section 14(6) of the Companies Act 1976

Form No. 14

# 14

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold black lettering

To the Registrar of Companies

Company number

909 558

For official use

38

Name of Company

COLONNADE INSURANCE BROKERS Limited\*

\* delete if inappropriate

hereby gives you notice in accordance with subsection (6) of section 14 of the Companies Act 1976 that by a resolution passed at a general meeting of the company

Full name of removed auditor

on 2<sup>ND</sup> OCTOBER 19 78  
PEAT, MARWICK, MITCHELL & CO.

Principal place of business of removed auditor

of 1 PUDDLE DOCK, BLACKFRIARS, LONDON, EC4V 3PD.

† delete if inappropriate

was removed as auditor before the expiration of his term of office with effect from

† [the passing of the resolution]

‡ delete or complete as appropriate

‡ [the 30<sup>TH</sup> SEPTEMBER 19 78]

§ delete as appropriate

Signed P.A. NEVERS

[Director] [Secretary] § Date 16. 10. 78.

Presentor's name, address and reference (if any):

P.A. NEVERS  
PROVIDENT FINANCIAL GROUP LIMITED  
COLONNADE, SUNBRIDGE ROAD  
BRADFORD, WEST YORKSHIRE, BD1 2LQ  
CS/A

For official use

General section

Post room



6/11  
909558

40

number of company  
**form No. 10**  
no filing fee payable

## THE COMPANIES ACTS 1948 TO 1967

Notice of  
**increase in nominal capital**  
pursuant to section 63 of the Companies Act 1948

**name of company**

COLONNADE INSURANCE BROKERS

Limited



**Jordan & Sons Limited**  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030      Telex 261010

Presented by **P.A. Vevers, Provident Financial Group Limited,**  
**Colonnade, Sunbridge Road, Bradford, West**  
**Yorkshire BD1 2LQ.**

Presenter's Reference

CS/1



# To the Registrar of Companies

Colonnade Insurance Brokers

Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Special Resolution of the Company dated 2nd October 1978, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 99,900 beyond the registered Capital of £ 100

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
99,900	Ordinary	£1.00

The conditions (e.g., voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

They shall rank pari passu in all respects.

All <sup>Ordinary</sup> of the new Shares are ~~Preference~~ Shares, and are (2) [not] redeemable.

*P.A. Ververs*

(Signature)

Secretary

(State whether Director or Secretary)

Dated 2nd October

1978

(1) " Ordinary, " Extraordinary " or " Special "

(2) Delete as appropriate

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

COLONNADE INSURANCE BROKERS LIMITED

AT an Extraordinary General Meeting of the Company duly convened and held at Colonnade, Sunbridge Road, Bradford, on 2nd October 1978, the following Resolutions were passed as Special Resolutions.

SPECIAL RESOLUTIONS

1. THAT, the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the Chairman hereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

2. THAT, the provisions of the Memorandum of Association of the Company with respect to its objects be altered by inserting the following new paragraph to be lettered (R) immediately after paragraph (Q) of Clause 3 thereof:-

"(R) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property or assets both present and future wherever situate, including any uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment of the principal amounts of and premiums, interest and dividends and other amounts payable on any securities or indebtedness of whatever nature of any

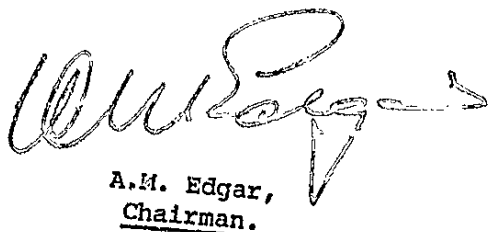


person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or a company which would had it been incorporated in England be such a subsidiary or otherwise associated with the Company in business"

and that the subsequent paragraphs (R) to (T) be re-lettered (S) to (U) respectively; and

THAT, notwithstanding anything contained in the Articles of Association of the Company, the Directors shall have power to cause the Company to guarantee any indebtedness or other obligation of its parent Company, Provident Financial Group Limited and/or of any other subsidiary company or companies of its parent Company and/or other companies as aforesaid and to charge its undertaking, property and assets (including uncalled capital) or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum of any Resolution regarding any such guarantee or charge notwithstanding that he is also a Director of Provident Financial Group Limited and/or of any or all such subsidiaries or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.

3. THAT, the capital of the Company be increased to £100,000 by the creation of 99,900 new Ordinary Shares of £1 each.

  
A.M. Edgar,  
Chairman.

**The Companies Act 1948 to 1976**

**Company Limited by Shares**

**Articles of Association**

**of**

**COLONNADE INSURANCE BROKERS LIMITED**

**(Adopted by Special Resolution passed  
on the 2nd October 1978)**

**Preliminary**

1. The Company is a private Company and, subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (which Act is hereinafter referred to as "the Act") shall apply to the Company. Subject as aforesaid reference herein to regulations in Table A shall be construed as referring to those in Part I of Table A in the First Schedule to the Act.

**Share Capital**

2. The share capital of the Company at the adoption of these presents is £100,000 divided into 100,000 Ordinary Shares of £1 each.

**Shares**

3. Subject to the provisions of these presents the unissued shares of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

4. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a share other than a fully paid share also by the transferee. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register in respect thereof and all instruments of transfer, when registered, shall be retained by the Company. Regulation 22 of Table A shall not apply.

**Lien**

5. Regulation 11 of Table A shall be read and construed as if the words "(not being a fully paid share)" and "(other than fully paid shares)" were deleted therefrom.

**General Meetings**

6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. Regulation 54 of Table A shall not apply.



8. Subject to the provisions of the Act, a resolution in writing signed by all members of the Company for the time being entitled to receive notice of and attend and vote at general meetings or signed by their duly appointed attorneys shall be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

9. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

#### Votes of Members

10. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under Section 139 of the Act shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 nominal of share capital of which he is the holder. Regulation 62 of Table A shall not apply.

11. If any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting.

#### Directors

12. Unless and until otherwise determined by the Company in general meeting, the Directors shall not be less than one in number. Regulation 75 of Table A shall be modified accordingly.

13. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in general meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

14. A director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply to the Company.

15. Each Director shall have the power to nominate (1) any other Director (2) or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and, on such appointment being made the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. Each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents and shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

16. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the registered office of the Company and the instrument of appointment shall, as nearly as circumstances will admit, be in the form or to the effect following:-

LIMITED

"  
I  
a Director of the above named Company, do hereby appoint

of  
to act as alternate Director in my place during my absence and to exercise and discharge all my duties as Director of the Company.

AS WITNESS my hand the day of

19 ."

17. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply to the Company

18. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 189 of the Act and notwithstanding his interest may vote thereon and be counted in the quorum of any meeting at which he is present. Regulation 34 of Table A shall be modified accordingly.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company and the Directors shall not be liable to retirement by rotation.

20. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director.

21. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director appointed under this Article shall hold office until his office is vacated pursuant to Article 20 or Article 22 of these presents.

22. The office of a Director shall be vacated if the Director:-

- (a) is removed from office pursuant to Article 20 of these presents; or
- (b) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) shall for more than six consecutive months have been absent without permission of the Directors from Meetings of the Directors held during that period and the Directors resolve that his office be vacated; or
- (f) resigns his office by notice in writing to the Company.

Regulation 88 of Table A shall not apply to the Company.

#### Proceedings of Directors

23. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

#### Managing Director

24. The Directors may from time to time appoint one or more of their body to any executive office (including that a Managing Director, Assistant Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement as aforesaid, the appointment of any Director to an executive office as aforesaid shall be automatically determined ipso facto if he ceases from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

25. A Managing Director, Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise) howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

26. The Board may grant gratuities, retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, Manager or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurance or trusts for such purposes in respect of such persons and may include rights in respect of such gratuities, retiring pensions, annuities and allowances in the terms of engagement of any such person.

**27. Every Director, Manager or other officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Manager, officer or Auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application under the Companies Acts 1948 to 1967 in which relief from liability is granted to him by the court.**

*Alfred*

# Notice of increase in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

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909558
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Name of Company

Colonnade Insurance Brokers Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 30/6/89 the nominal capital of the company has been increased by £ 900000.00 beyond the registered capital of £ 100000.00. A copy of the resolution authorising the increase is attached. The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

To rank pari passu in all respects with the existing ordinary shares

Signed

P.A. Vevers

[Director][Secretary] Date

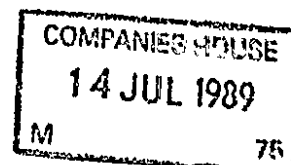
30.6.89

Presentor's name address and reference (if any):

P.A. Vevers,  
Provident Financial Group PLC,  
Colonnade, Sunbridge Road,  
Bradford, West  
Yorkshire, BD1 2LQ.

For official Use  
General Section

Post room



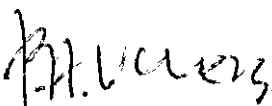
COMPANY NUMBER 909558

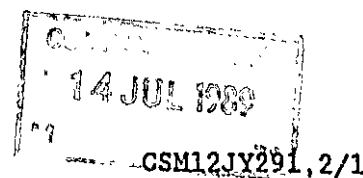
THE COMPANIES ACT 1985  
ORDINARY RESOLUTION  
OF  
COLONNADE INSURANCE BROKERS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Colonnade Sunbridge Road Bradford West Yorkshire on Friday 30th June 1989, at 1.00 p.m., the following resolutions were passed as Ordinary Resolutions.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £100,000 to £1,000,000 by the creation of an additional 900,000 ordinary shares of £1 each, ranking in all respects pari passu with the existing ordinary shares.
2. THAT the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £1 million provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted and the directors may allot after such expiry relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

  
SECRETARY



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTIONS  
OF

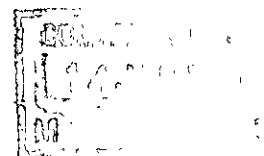
COLONNADE INSURANCE BROKERS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Colonnade, Sunbridge Road, Bradford, West Yorkshire, BD1 2LQ, on 27th December 1990, the following resolutions were passed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from f1m to f5m by the creation of an additional 4 million ordinary shares of f1 each, ranking in all respects pari passu with the existing ordinary shares.
2. That the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of 1.8 million provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted and the directors may allot after such expiry relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

  
SECRETARY



Notice of increase  
in nominal capital

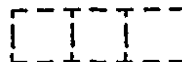
123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



909558

Name of company

Colonnade Insurance Brokers Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 27/12/1990 the nominal capital of the company has been  
increased by £ 4000000.00 beyond the registered capital of £ 1000000.00

A copy of the resolution authorising the increase is attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

To rank in all respects pari passu with the  
existing ordinary shares.

Please tick here if  
continued overleaf

Signed

P.A. VEVERS

Designation

SECRETARY

Date 10.1.91

Presentor's name address and  
reference (if any):

P.A. VEVERS  
Colonnade, Sunbridge Road,  
Bradford, West Yorkshire,  
BD1 2LQ.

For official Use

General Section

Post room



At an extraordinary general meeting of the directors of Colonnade Insurance Brokers held at Colonnade, Sunbridge Road, Bradford, West Yorkshire, BD1 2LQ, on Friday, 28th June 1991, commencing at 9.45 a.m., it was resolved as follows:

IT WAS UNANIMOUSLY RESOLVED that the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £2,450,000 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may, before such expiry, make an offer of agreement which would or might require relevant securities to be allotted and the directors may allot, after such expiry, relevant securities in pursuance of such offer to agreement if the authority conferred hereby had not expired.

**SECRETARY**

*[Faint, mostly illegible handwritten notes at the bottom of the page.]*



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTIONS

OF

COLONNADE INSURANCE BROKERS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Colonnade, Sunbridge Road, Bradford, West Yorkshire, BD1 2LQ, on Thursday, 26th November 1992, the following resolutions were passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £5,000,000 to £7,500,000 by the creation of an additional 2,500,000 ordinary shares of £1 each, ranking in all respects pari passu with the existing ordinary shares;
2. THAT the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £2,500,000 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted and the directors may allot after such expiry relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

PA. Veners

SECRETARY

# G

## Notice of increase in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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909558

Name of company

Colonnade Insurance Brokers Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 26/11/1992 the nominal capital of the company has been  
increased by £ 2500000.00 beyond the registered capital of £ 5000000.00

A copy of the resolution authorising the increase is attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

To rank in all respects pari passu with the  
existing ordinary shares

Please tick here if  
continued overleaf

☐

Signed

P.A. VEVER

Designation

SECRETARY

Date

27.11.92

Presenter's name address and  
reference (if any):

P.A. VEVER  
Provident Financial plc  
Colonnade, Sunbridge Road  
Bradford  
West Yorkshire, BD1 2LQ

For official Use

General Section

Post room

USE