

Company No 01232753

THE COMPANIES ACT 2006



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

M.C. EDWARDS (INSURANCE BROKERS) LIMITED
(the "Company")

Circulation Date

19th May 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolutions as Ordinary Resolutions

ORDINARY RESOLUTIONS

- 1 THAT, for the purposes of section 175 of the Companies Act 2006 (the "Act"), the matter listed in the attached schedule marked A for the purposes of identification (the "Schedule") which may, but for this resolution 1, result in the relevant director infringing his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including a conflict of interest and duty or conflict of duties) be and it is hereby authorised, and previous matters of this nature are hereby ratified, to the fullest extent permitted by law subject to the following provisions and any further specific terms, conditions and limitations set out in the Schedule
- (a) that the authority granted by virtue of this resolution 1 shall not be limited in time, provided always that such authority may be revoked or suspended by the board of directors of the Company in its absolute discretion at any time by notice in writing to the relevant director but this shall not affect anything done

by the relevant director in accordance with the terms of such authority prior to such revocation or suspension, and

- (b) shall be subject to any further terms, conditions or limitations as the board of directors may from time to time determine and notify in writing to the relevant director but this shall not affect anything done by the relevant director in accordance with the terms of such authority prior to such notification

- 2 THAT, pursuant to provisions of the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 and for the purposes of section 175(5) of the Act, the directors of the Company may authorise (subject to such terms, conditions or limitations, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation), to the fullest extent permitted by law, any matter which may otherwise result in a director infringing his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including a conflict of interest and duty or conflict of duties)

Please read the Notes overleaf before signifying your agreement to the Written Resolutions.

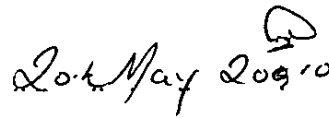
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, We, the undersigned, being all the eligible members of the Company who would have been entitled to vote on the resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the resolutions, as Ordinary Resolutions of the Company

Jacqueline Rosemary Edwards



Michael Charles Edwards

Date of Signature



Date of Signature

Notes

- 1 You can choose to agree to both of the proposed Written Resolutions or neither of them but you cannot agree to only one of them
- 2 If you agree to the proposed Written Resolutions please sign and date this document on the dotted line where indicated and return it to the Company using one of the following methods, in each case by no later than 5pm on the date 28 days after the Circulation Date
 - by hand or by post to the Company's registered office at MCE Insurance, Crown Way, Rushden, Northamptonshire, United Kingdom, NN10 6BS
 - by electronic mail addressed to [Julian Edwards@mceinsurance.com](mailto:Julian.Edwards@mceinsurance.com)
- 3 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 fail to reply
- 4 The Written Resolutions will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolutions are passed
- 5 The Written Resolutions are passed on the date and time that the Company receives the agreement of the required majority of eligible members The required majority for an Ordinary Resolution is eligible members representing a simple majority of the total voting rights of eligible members
- 6 You may not revoke your agreement to the Written Resolutions once you have signed and returned this document to the Company
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

"A"

Schedule

Matter giving rise to potential conflict
Proposed adoption by the Company of an employer financed retirement benefit scheme into which the Company would pay funds to incentivise its employees

WRITTEN RESOLUTION – AFFIRMATION AND APPROVAL

01232753

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY
SHARES

WRITTEN RESOLUTION

of

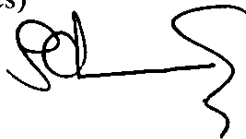
M C Edwards (Insurance Brokers) Limited
(the "**Company**")

Passed on: 19th May 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following Resolution was duly passed by way of Written Resolution as an Ordinary Resolution of the Company

ORDINARY RESOLUTION

THAT, pursuant to provisions of the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 and for the purposes of section 175(5) of the Act, the directors of the Company may authorise (subject to such terms, conditions or limitations, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation), to the fullest extent permitted by law, any matter which may otherwise result in a director infringing his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including a conflict of interest and duty or conflict of duties)



Director