

**WRITTEN RESOLUTION**

**SPECIAL RESOLUTION**

COMPANY NUMBER: 1315213

COMPANY NAME Brian D Thomas Insurance Services Limited

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at:

52 Walter Road  
Swansea

On the 15<sup>th</sup> day of May 2003

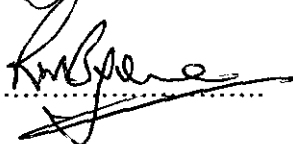
The following Special Resolution was duly passed:

"THAT the contract proposed to be made between Brian D Thomas Insurance Services Limited ("the company") and Brian D Thomas for the purchase of 625 shares of £1 each in the company the terms of which are set out on the draft agreement produced to this meeting and initialled for the purposes of identification by the Chairman be and it is hereby authorised"

Signed: R.W Byrne  
(Shareholder)



Signed: R W Byrne  
(Director)





## Share Purchase Agreement

Date: 15<sup>th</sup> May 2003

### Parties:


- (1) The person whose name and address is set out in the first and second columns of the First Schedule ('the Vendor')
- (2) Brian D Thomas Insurance Services Limited registered in England No 1315213 whose registered office is at 52 Walter Road, Swansea ('the Company')
- A. The Company was incorporated in England on 26<sup>th</sup> May 1977 registered number 1315213 and has at the date hereof an authorised and issued share capital as shown in the Second Schedule.
- B. Pursuant to:
- (i) the powers conferred in Part V of the Companies Act 1985;
  - (ii) the Articles of Association of the Company; and
  - (iii) a special resolution passed at an Extraordinary General Meeting of the Company held on 15<sup>th</sup> May 2003.

The company proposed to enter into this Agreement with the Vendors to purchase shares in the Company owned by the Vendor on the terms set out in this Agreement.

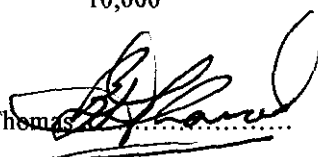
### Operative Provisions

1. The Vendor shall sell and the Company shall purchase free from all liens, charges, and encumbrances, the number and class of shares in the Company set opposite the respective name of the Vendor in the third column of the First Schedule.
2. The purchase price of each share shall be £272.
3. Completion of the sale and purchase of shares hereby to be sold and purchased shall take place at 2.00 pm on 15<sup>th</sup> May 2003 when:
- (i) the Vendor shall deliver to the Company the share certificate in respect of the number of shares to be sold by him pursuant to this Agreement;
  - (ii) the company will deliver to the Vendor a cheque for the consideration monies due to the Vendor pursuant to Clause 2 of this Agreement.

### SCHEDULE 1

Vendor	Address	Number of shares
 Ian D Thomas	83 Brunswick Court Russell Street Swansea	625 £1 Ordinary shares

### SCHEDULE 2

Authorised share capital	Number and description of shares	Issued Share capital
10,000	£1 Ordinary shares	2500
 B D Thomas	Brian D Thomas Insurance Services Limited	