

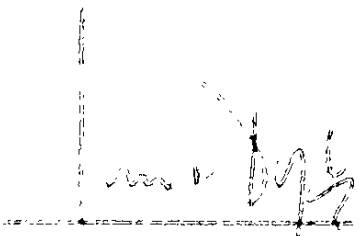
No. 1674675

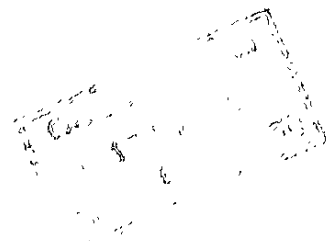
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
AUTOMOBILE ASSOCIATION UNDERWRITING SERVICES LIMITED  
(passed the 28th day of June 1988)

On 28th June 1988 the members of the Company passed the following resolution as a Special Resolution.

RESOLUTION

RESOLVED as a Special Resolution that the regulations attached to this resolution and signed by or on behalf of the members by way of identification be and the same are hereby adopted as the Articles of Association of the Company to the entire exclusion of the existing Articles of Association of the Company.

  
Director and Member



---

PRIVATE COMPANY LIMITED BY SHARES

---

NEW  
ARTICLES OF ASSOCIATION

OF

AUTOMOBILE ASSOCIATION UNDERWRITING SERVICES LIMITED  
(adopted by Special Resolution passed on 28th June 1988)

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") (as amended down to the date of the adoption of these Articles) shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Articles; and regulation 1 shall so apply as if references to "these regulations" included references to these Articles. Accordingly, in these Articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these Articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24, 53, 73 to 80 (inclusive), 84, 93 to 97 (inclusive) and 118 in Table A shall not apply to the Company.

SHARES

3. The Company is a private company limited by shares and accordingly
  - (a) any offer to the public (whether for cash or otherwise) of any Shares in or debentures of the Company and
  - (b) any allotment of or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those Shares or debentures being offered for sale to the publicare prohibited.

4. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities are hereby excluded.

#### TRANSFER AND TRANSMISSION OF SHARES

5. The directors may in their absolute discretion, and without giving any reason or being required to answer interrogations in connection therewith, decline to register any transfer of any Share, whether or not fully paid.

#### GENERAL MEETINGS

6. Subject to the provisions of the Act, a resolution in writing signed by or approved by letter, telex or cable 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 effective 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 members or their attorneys, and signature in the case of or body corporate which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.
7. Proxies may be deposited at the registered office of the Company at any time before the time of the meeting at which they are to be used or may be produced at the meeting itself unless otherwise specified in the notice convening such meeting.

#### DIRECTORS

8. Unless and until otherwise determined by the Company in general meeting, the number of the directors shall be not less than two but there shall be no upper limit on the number of directors.
9. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgment at the registered office of the Company or on production to a meeting of the directors.
10. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
11. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a

vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.

12. The removal of a director under article 9 or 11 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
13. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.
14. The directors shall not be required to retire by rotation.
15. For so long as all the shares in the Company are held by Automobile Association Developments Limited or any of its subsidiaries or by The Automobile Association Limited or by any nominee for any of such companies, and to the extent permitted by law, the matters to which the directors of the Company are to have regard in the performance of their functions shall include the interests of the members of The Automobile Association in general as well as to the other interests to which by law they must have regard but the duty imposed by this Article on the directors of the Company is owed by them to the Company (and the Company alone) and is to be enforceable in the same way as any other fiduciary duty owed to a Company by its directors.
16. Any director who performs special services at the request or with the agreement of the directors may receive such additional remuneration (whether by way of salary, fees or commission or otherwise) as the directors may determine.

#### ALTERNATE DIRECTORS

17. Regulation 65 of Table A shall apply with the modification that an alternate director shall not only be liable to removal by his appointor, but may also be removed from such office by notice in writing to the Company given by a majority of the co-directors of the director by which the alternate director was appointed.

#### POWERS OF DIRECTORS

18. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### EXECUTIVE DIRECTORS

19. The directors may from time to time appoint one or more of their body to any executive office or employment in the

Company for such period and on such terms as they think fit and may revoke such appointment without prejudice to any rights of compensation arising under the terms of any agreement entered into in any particular case. Subject to the terms of any such agreement, the appointment of any such director as aforesaid shall be ipso facto determined if he ceases from any cause to be a director. A director appointed to any executive office or employment as aforesaid shall receive such remuneration whether by way of salary, commission or participation in profits or pension or otherwise howsoever whether similar to the foregoing or not as the directors may determine.

#### PROCEEDINGS OF DIRECTORS

20. A resolution in writing signed or approved by letter, telex or cable by all the directors (or all the members of a Committee of the directors) shall be as effective as a resolution passed at a meeting of the directors (or of such Committee) duly convened and held and may consist of several documents in like form each signed or approved by one or more of the directors. For the purposes of this Article, the signature or approval of an alternate director shall suffice in lieu of the signature or approval of the director appointing him.

#### INDEMNITY

21. Every director, managing director, agent, Secretary or other officer of the Company (other than the auditor) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may incur or sustain in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of liability for negligence and no director or other officer shall be liable for any loss, damage or misfortune which may happen to be 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 insofar as its provisions are not avoided by the Act.

Identified by all the Members for the  
time being of Automobile Association  
Underwriting Services Limited.

*R. A. Menzies*  
Automobile Association Developments Limited  
(duly appointed Corporate Representative)