

Company No. 2191976

**TOWERGATE CHASE PARKINSON LIMITED**

**WRITTEN RESOLUTIONS OF SOLE MEMBER**

**Pursuant to** the Articles of Association of the Company and Regulation 53 of Table A (as defined therein), we, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company, **hereby agree and confirm** that the following resolution shall for all purposes be as valid and effectual as if it had been passed as an ordinary resolution at a general meeting of the Company duly convened and held and accordingly **we hereby resolve:**

**ORDINARY RESOLUTION**

**THAT** the entry by the Company into a conditional agreement dated 31 March 2003 and made between the Folgate Insurance Company Limited ("FIC"), a company connected with a director of the Company (namely Peter Cullum) (1), the Company (2) in respect of the purchase by the Company of the travel scheme portfolios operated for and on behalf of the Civil Service Motoring Association for the sum of £900,000 ("**Document**") be and is hereby approved for the purposes of and pursuant to Section 320(1) of the Companies Act 1985 and **that** the directors be authorised to complete the transaction referred to in the Document and to execute all necessary documents in relation thereto.

  
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duly authorised for and on behalf of  
**TOWERGATE UNDERWRITING GROUP LIMITED**

Dated 25<sup>th</sup> April 2003

