

No. 2413321

**THE COMPANIES ACT 1985**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**of**

**AUTOMOBILE ASSOCIATION INSURANCE SERVICES HOLDINGS  
LIMITED**

**(Adopted by Special Resolution passed on 28 December 1989)**

**PRELIMINARY**

1. In these Articles and (where appropriate) in Table A:-

"the Act" means the Companies Act 1985 (as from time to time amended or re-enacted);

"these Articles" means these articles of association as altered from time to time;

"Table A" means Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) excluding any statutory modifications thereof not in force at the date of adoption of these Articles.



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 public;

are prohibited.

### **TRANSFER OF SHARES**

- 4.1 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, unless such transfer is made in accordance with the following provisions of Article 5.
- 5.1 A member being a body corporate may (subject as hereinafter provided) at any time transfer all or any of the shares of the Company for the time being held by it to a member of the same group; provided always that where shares have been so transferred (whether directly or by a series of transfers thereunder) from a body corporate ("the transferor company", which

expression shall not include a second or subsequent transferor in such a series of transfers) to a member of the same group ("the transferee company") and subsequently the transferee company ceases to be a member of the same group as the transferor company, then the transferee company shall be obliged forthwith to notify the Directors of that fact and shall be deemed to have given a transfer notice (as defined in Article 5) in respect of all such shares.

5.2 For the purposes of this Article, the expression "a member of the same group" means any wholly-owned subsidiary of the transferor, any company of which the transferor is the wholly-owned subsidiary, or any other wholly-owned subsidiary of any such company.

5.3 For the purpose of ensuring that a transfer of shares is duly authorised under this Article the Directors may require any Member or the liquidator of any corporate Member or any person named as transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Directors may think fit regarding any matter they deem relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the Directors within a reasonable time after such request, the Directors shall be entitled to refuse to register the transfer in question.

5.4 With the consent in writing of all Members for the time being, the restrictions imposed by this Article may be waived or varied in relation to any proposed transfer of shares.

## **GENERAL MEETINGS**

6. Subject to the provisions of the Act, a resolution in writing signed by or approved by letter, telex, facsimile transmission 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 a 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 and not more than twelve.
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. Any Director who performs 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**

16. Regulation 65 of Table A shall apply with the modification that any 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**

17. 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. Without prejudice to the generality of the foregoing, any director who is interested in any matter by reason of his being a director or employee of or connected in any way with The Automobile Association or any of its subsidiaries or of any subsidiary of the Company may vote on a resolution of the Company on that matter and, whether or not he does so, may be counted in the quorum present at that meeting.

### **EXECUTIVE DIRECTORS**

18. 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 or 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 Directors 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**

19. A resolution in writing signed or approved by letter, telex, facsimile transmission 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.
- 19A For the purposes of these articles any Director who is able (directly or by telephonic communication, including but without limitation, video-conferencing) to speak and be heard by each of the other Directors present or deemed to be present at any meeting of the Directors, shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating are assembled, or, if there is no such group, where the Chairman of the meeting then is and the word meeting shall be construed accordingly.

## **INDEMNITY**

20. 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 judgement 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.



Company No: 2413321

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION  
OF AUTOMOBILE ASSOCIATION  
INSURANCE SERVICES HOLDINGS LIMITED**

At an extraordinary general meeting of the members of the above named-company, duly convened and held at Norfolk House, Priestley Road, Basingstoke, Hampshire RG24 9NY, on 28 November 1996, the following resolution was passed as a **SPECIAL RESOLUTION**.

THAT the articles of association of the Company are hereby amended by the insertion of the following new article number 19A after article number 19;

'19A For the purposes of these articles any Director who is able (directly or by telephonic communication, including but without limitation, video-conferencing) to speak and be heard by each of the other Directors present or deemed to be present at any meeting of the Directors, shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating are assembled, or, if there is no such group, where the Chairman of the meeting then is and the word meeting shall be construed accordingly.'



Secretary

Dated this 28 day of November 1996


AUTOMOBILE ASSOCIATION INSURANCE SERVICES HOLDINGS LIMITED

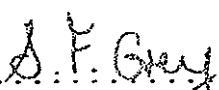
Elective Resolution of Shareholders of the Company  
pursuant to Section 379A of the Companies Act 1985 (The  
Act).

It is hereby unanimously resolved:-

1. THAT, pursuant to Section 252 of the Act, the Company hereby dispenses with the laying of accounts before the Company in general meeting;
2. THAT, pursuant to Section 366A of the Act, the Company hereby dispenses with the holding of annual general meetings; and
3. THAT, pursuant to Section 386 of the Act, the Company hereby dispenses with the obligation to appoint auditors annually.

Dated: 18th December 1991

  
.....  
For and on behalf of  
AUTOMOBILE ASSOCIATION DEVELOPMENTS LIMITED

  
.....  
For and on behalf of  
EAGLE STAR INSURANCE COMPANY LIMITED

Company No: 2413321

THE COMPANIES ACTS 1985 TO 1989

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PRIVATE COMPANY LIMITED  
BY SHARES

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SPECIAL RESOLUTION  
OF AUTOMOBILE ASSOCIATION  
INSURANCE SERVICES HOLDINGS LIMITED

(passed at an Extraordinary General Meeting  
of the Company held on 21st June 1990)

THAT the amount standing to the credit of the share premium  
account of the Company as at 19th June 1990 be reduced by  
£105,000,000.

.....  
Chairman

Company No: 2413321

**THE COMPANIES ACTS 1985 TO 1989**

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PRIVATE COMPANY LIMITED

BY SHARES

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SPECIAL RESOLUTION

OF AUTOMOBILE ASSOCIATION

INSURANCE SERVICES HOLDINGS LIMITED

(passed at an Extraordinary General Meeting

of the Company held on 28 December 1989)

THAT the regulations contained in the document produced to the Meeting marked "A" and signed for identification by the Chairman, be adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company.

SIMON DYER  
Chairman

Company No: 2413321

**THE COMPANIES ACTS 1985 TO 1989**

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PRIVATE COMPANY LIMITED  
BY SHARES

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ORDINARY AND SPECIAL RESOLUTIONS  
OF AUTOMOBILE ASSOCIATION  
INSURANCE SERVICES HOLDINGS LIMITED  
(passed at an Extraordinary General Meeting  
of the Company held on 22 December 1989)

**ORDINARY RESOLUTIONS**

- 1 THAT the authorised share capital of the Company be increased from £100 to £30,000,000 by the creation of 29,999,900 new ordinary shares of £1 each having the same rights and restrictions as the existing ordinary shares of £1 each in the Company.
- 2 THAT the directors of the Company be authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities in the Company up to the nominal amount of £29,999,900 such authority to expire on 21 December 1994 but to extend to any allotment of relevant securities after that date pursuant to an agreement or arrangement entered into before that date.

**SPECIAL RESOLUTION**

- 3 THAT the directors be and they are hereby generally empowered in accordance with section 95 (1) of the Companies Act 1985 to allot equity securities (as defined in

section 94 of that Act) pursuant to the authority conferred on them by resolution numbered (2) passed as an ordinary resolution at an Extraordinary General Meeting of the Company held on 22 December 1989 as if section 89 (1) of that Act did not apply to such allotment, such power to expire on 21 December 1994.

SIMON DYER  
Chairman

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED  
BY SHARES

SPECIAL RESOLUTIONS OF  
PRECIS (932) LIMITED  
(PASSED AT AN EXTRAORDINARY GENERAL  
MEETING ON 20TH SEPTEMBER 1989)

- (1) That subject to the consent of the Registrar of Companies the Company's name be changed to "Automobile Association Insurance Services Holdings Limited".
- (2) That the Memorandum of Association of the Company be and hereby is amended with respect to its objects by the addition as a new sub-clause 3(S) of the following new sub-clause 3(S) and the re-lettering of sub-clauses 3(S) to 3(T) as 3(T) to 3(U) accordingly:-  
  
"3(S) To make a capital contribution by way of gift to any subsidiary of the Company."
- (3) That the form of Articles of Association contained in the document produced to the meeting and signed for identification by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of, the existing Articles of Association.

..... *Leon Neal* .....  
Chairman