

Company number: 2587396

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF

THURSDAY



TPS (INSURANCE ADMIN SERVICES) LIMITED (the Company)

Circulation Date: 17 March 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution

SPECIAL RESOLUTION

THAT:

- (a) the issued share capital of the Company be reduced from £5,501,000 to £1 by the cancellation and extinguishment of 924 of the issued and fully paid Ordinary Shares of £1 each, 75 of the issued and fully paid A Ordinary Shares of £1 each and 5,500,000 of the issued and fully paid Preference Shares of £1, all of which are registered in the name of UK Underwriting Limited, and
- (b) the whole amount standing to the credit of the share premium account of the Company, being £93,675 00, be cancelled

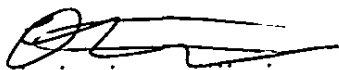
AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolution

	For	Against
SPECIAL RESOLUTION	X	

The undersigned, a person entitled to vote on the resolution on 24 March 2011, irrevocably agrees or disagrees to the resolution as indicated above

Signed



Dated 24/3/11

On behalf of UK Underwriting Limited

NOTES

1 As required by section 642(2) of the Companies Act 2006, enclosed with this document is a copy of the solvency statement which has been signed by each of the directors of the Company, confirming that each of the directors have formed the opinion that as at the date of the solvency statement

1 1 there was no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and

1 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of the solvency statement

2 If you wish to vote in favour of the resolution, please put an 'X' in the 'For' box next to the resolution. If you wish to vote against the resolution, please put an 'X' in the 'Against' box next to that resolution or leave both boxes next to the resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- by hand delivering the signed copy to the company secretary at the registered office,
- by post returning the signed copy to the company secretary at the registered office, or
- by fax faxing the signed copy to the company marked "For the attention of the company secretary"

If you not agree with the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolution, you may not revoke your agreement

3 The resolution is proposed as a special resolution which means that it will be passed if the Company receives before the date falling 28 days after the Circulation Date (the **Lapse Date**) signified agreement from members representing 75 per cent of the total voting rights of eligible members of the Company. Where, by the Lapse Date, insufficient agreement has been received the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us by 5 pm on the Lapse Date

- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document