

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of the sole member of

**ACT INSURANCE SYSTEMS LIMITED**

**("Company")**

In accordance with section 381A of the Companies Act 1985, we **resolve** that:

The entering into the Senior Amendment Agreement and the Mezzanine Amendment Agreement (as referred to in the draft board minutes attached hereto) by the Company is of commercial benefit to the Company and therefore the Senior Amendment Agreement and the Mezzanine Amendment Agreement should be entered into.

Signed by, or by duly authorised representatives on behalf of, the sole member of the Company who as at the date of this resolution would be entitled to attend and vote at a general meeting of the Company had the resolution been put to such a meeting.

Signed:  .....

Dated: 24 October 2006

For and on behalf of Open International Limited

