

Company number 02827690

The Companies Act 2006
Private Company Limited by Shares
Written Resolutions
of
CETA Insurance Limited ("Company")

23 March 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose that the resolutions numbered 2 below are passed as a special resolution and the resolutions numbered 1, 3 and 4 are passed as ordinary resolutions (Resolutions).

Resolutions

1. That, in accordance with section 80 of the Companies Act 1985 (CA 1985) the directors of the Company (Directors) be generally and unconditionally retrospectively authorised with effect from 1 April 2002 to allot (and such allotment is hereby ratified) A ordinary shares in the Company up to an aggregate nominal amount of £100 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 March 2007. This authority and ratification is granted to the Directors retrospectively as it were not granted originally in accordance with proper procedure.
2. That, subject to the passing of resolution 1 and in accordance with section 95 of the CA 1985, the directors of the Company are retrospectively empowered to allot (and such allotment is hereby ratified) 100 A shares to Sandra Schofield as if section 89 of the CA 1985 did not apply to the allotment. These rights are granted to the directors of the Company and ratified retrospectively as they were not granted originally in accordance with proper procedure.
3. That, with effect from 30 June 1994 the authorised share capital of the Company be increased from £1,000 to £10,000 by the creation of 9,000 new ordinary shares of £1.00 each ranking pari passu in all respects with the ordinary shares in the capital of the Company in issue on 30 June 1994 and such increase is hereby ratified. This authority and ratification is granted retrospectively as it was not granted originally in accordance with proper procedure.
4. That, in accordance with section 125 of the CA 1985 and section 630 of the CA 2006, the rights attaching to the A ordinary class of shares be varied (and such variations are hereby ratified) as follows with effect from 23 January 2003:
 - 4.1 the ordinary A shares are now to carry equal voting rights as the ordinary £1.00 shares in the company;
 - 4.2 the ordinary A shares shall be equal to 5.1 ordinary £1.00 shares in respect of return on capital; and
 - 4.3 the ordinary A shares shall rank equally with the ordinary £1.00 shares in respect of priority of repayment,

as permitted in the attached notice of written consent to a variation of class rights. This authority and ratification is granted retrospectively as it was not granted originally in accordance with proper procedure.

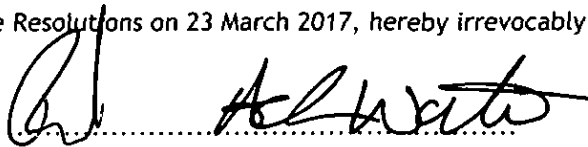
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on 23 March 2017, hereby irrevocably agrees to the Resolutions:

Signed by

Date


.....
23 - 3 - 2017

WEDNESDAY



A34 29/03/2017 #216
COMPANIES HOUSE

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company Secretary, CETA House, Cromwell Business Park, Chipping Norton, Oxfordshire OX7 5SR.
You may not return the Resolutions to the Company by any other method.
If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
5. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
6. Unless, by 20 April 2017 sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

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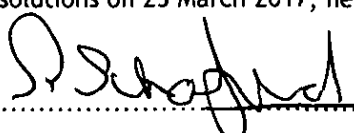
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Signed by

Date


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23-3-2017
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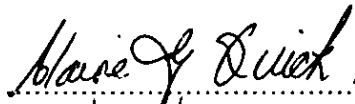
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Signed by

Date


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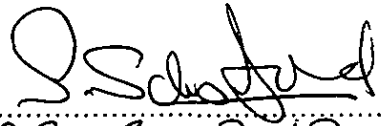
(the Company)

Written consent relating to a variation of class rights

In accordance with section 125 of the Companies Act 1985 and section 630 of the Companies Act 2006 we, being the holders of not less than three quarters in nominal value of the issued A ordinary shares of £1.00 each in the capital of the Company, hereby irrevocably consent to, and sanction the passing of the resolution numbered four set out in the attached draft written resolution and consent to, sanction and ratify every variation, modification or abrogation of the rights, privileges and restrictions attaching to the A ordinary shares of £1.00 each as a class of shares that will or may be effected thereby.

Signed by Sandra Schofield

Date


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23-3-2017
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CETA Insurance Limited

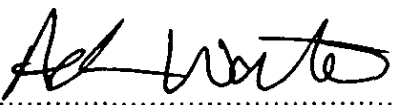
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Signed by Adrian Waters

Date


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23-3-17
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Signed by David Quick

Date


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27-3-17
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