

Company Number: **02862672**
Private Company Limited by Shares

MONDAY



**THE COMPANIES ACT 2006
WRITTEN RESOLUTION OF
NEW LONDON CAPITAL PLC (COMPANY)
ADOPTION OF NEW ARTICLES OF ASSOCIATION AND RE-REGISTRATION
AS PRIVATE LIMITED COMPANY**

Circulation Date: 30th September

Pursuant to Chapter 2 Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that the following resolutions are passed as special resolutions (Resolutions):

Special Resolutions

1. That the existing Articles of Association in their entirety be removed and substituted for the new Articles of Association attached to this resolution
2. That the Company be re-registered as a private limited company with the name of New London Capital Limited

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 the date on which this document is circulated, hereby irrevocably agrees to the Resolutions:

Signature 

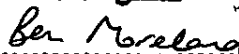
For and on behalf of Highway Insurance Group Plc

Date 1. 10. 10 .

Notes:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by either hand or post to:
Sam Boyes, Company Secretariat, LV=, Victoria House, County Gates, Bournemouth, BH1 2NF.
2. If you do not agree to the Resolutions, you do not need to do anything as you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date which is 28 days from the circulation date referred to above, sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this date or during this date

I hereby certify that this is a
true copy of the original


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SOLICITOR