

Company Number 2957828

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

Written Resolutions

of

RHYS FRANCIS INSURANCE SERVICES LIMITED

(the "Company")

Circulation Date 2 April 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that the following resolutions be passed as written resolutions

We, being the holders of the shares in the Company now issued and entitled to vote on the following written resolutions, **resolve** as follows

Resolution 1 – special resolution

That the issued share capital of the Company be reduced from £198 to £1 by cancelling and extinguishing 98 ordinary shares of £1 00 each and 99 A ordinary shares of £1.00 each, leaving in issue 1 ordinary share of £1.00.

Resolution 2 – special resolution

That following the cancellation of the shares set out in Resolution 1 above the Company make a repayment of capital to the shareholder of the Company in the sum of £197



AGREEMENT

Please read the notes below before signifying your agreement to the written resolutions

The undersigned, a person entitled to vote on the written resolutions on the Circulation Date hereby irrevocably agrees to the written resolutions

Signed by

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke.

For and on behalf of Lorica Advisory Services Limited

Date

2 April 2015

NOTES

- 1 If you agree with the written resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - **By Hand** delivering the signed copy to the Company's register office marked for the attention of the directors
 - **Post** returning the signed copy by post to the Company's register office marked for the attention of the directors

The Company's registered office is at 3 More London Riverside, London SE1 2AQ

If you do not agree to the written resolutions, 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 written resolutions, you may not revoke your agreement
- 3 Unless, by 28 days after the circulation date, sufficient agreement has been received for the written resolutions to pass, it will lapse If you agree to the written resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document