

Company Number: **02998217**
Private Company Limited by Shares

**THE COMPANIES ACT 2006
WRITTEN RESOLUTION OF
HIGHWAY INSURANCE GROUP PLC (COMPANY)
RE-REGISTRATION AS PRIVATE LIMITED COMPANY**

Circulation Date: 24th June 2011

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 Company be re-registered as a private limited company with the name of Highway Insurance Group 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 Liverpool Victoria Insurance Company Limited

Date: 24 June 2011

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 Legg, Company Secretariat, LV=, Frizzell 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 by before this date or during this date.

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

Ben Moreland
SOLICITOR - BEN MORELAND

DATED: 1 JULY 2011

SATURDAY



AVHUXVOW

A36

09/07/2011

165

COMPANIES HOUSE

Highway Insurance Group Plc

Date
19/07/2011

Company Profile

Company Number
2998217

Main Details

Name	Highway Insurance Group Plc
Country	United Kingdom
Region	England
Company Number	2998217
Incorporated	30/11/1994
Company Type	Public Limited Company
Company Status	Active

Primary Addresses

Registered Office County Gates, Bournemouth, BH1 2NF

Class of shares

Ordinary

Share Value

0 20p

Number of Shares

208,780,674

Aggregate Value

41,756,134 80

Shareholders

Liverpool Victoria Insurance Company	208,780,673
Liverpool Victoria General Insurance Group	1

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

Ben Maxwell
SOLICITOR *BEN MAXWELL*

DATED: 19 JULY 2011

Highway Insurance Group Plc

Minutes of a Meeting of the Board of Directors held at 69 Park Lane
Croydon on 24th June 2011 at 11.50am

Present:

Mike Rogers
John O'Roarke
Phil Bunker
Steve Castle
Phillip Moore
Richard Warner
Jim Webber

Chairman
Director
Director
Director
Director
Director
Director

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

Paul Cassidy
Paul Cassidy
Company Secretary
(19 July 2011)

In Attendance:

Paul Cassidy

Company Secretary

Ref	Minute	Action	By
1	<u>Chairman and Declaration of Interest</u>		
1.1	Mr Rogers was appointed chairman of the meeting and noted that it was duly convened and all directors were present.		
2	<u>Re-Registration of the Company from a Plc to Limited company</u>		
2.1	It was proposed that the Company re-register as private limited company. This was not an existing name in use, according to Companies House records. This would involve the changing of the Company name to Highway Insurance Group Limited. A special resolution of the shareholder, Liverpool Victoria Insurance Company Limited would be required for the re-registration. It was noted that on filing the application to re-register a 28 day period must elapse, to allow for objections, before the new certificate of incorporation would be issued. The following documents were presented at the meeting and reviewed by the board. - o A written resolution to changes the company name and re-register as a private limited company; and - o the Companies House application form with statement of compliance ("RR02") After due consideration, IT WAS RESOLVED to: - o approve the re-registration of the Company as a		

private limited company, including the change of name to Highway Insurance Group Limited;

- o approve the wording of the written resolution for re-registration;
- o authorise the company secretary to put the written resolution to the shareholder, Liverpool Victoria Insurance Company Limited for approval; and
- o approve the RRO2 and to authorise the company secretary to sign the statement of compliance included within the RRO2, subject to approval by Liverpool Victoria Insurance Company Limited of the above written resolution and procedural compliance with Part 7 of the Companies Act (specifically s97-100) and s77-78 and s59.

Filing

The Chairman agreed to instruct the Company Secretary to make the necessary filings with the company registrar within the statutory time limits.

Any Other Business

There being no other business to consider the Chairman declared the meeting closed at 12noon.


Chairman