

THE COMPANIES ACTS 1985-1989

 COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

AXCO INSURANCE INFORMATION SERVICES LIMITED

(the 'Company')

(Passed on 31 March 2006)

SATURDAY



A04

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 24/06/2006
 COMPANIES HOUSE

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We, the undersigned, being the holders of the entire issued share capital of the Company entitling the holder to attend and vote at general meetings of the Company **hereby resolve** in accordance with s381A Companies Act 1985:

1. 'That the Company's authorised share capital be increased from £385,000 to £625,000 by the creation of 240,000 preference shares of £1 each to rank pari passu with the existing ordinary shares in the capital of the Company'
2. 'That the pre-emption rights in article 5 of the articles of association of the Company and any rights of pre-emption that may exist otherwise be disapplied in relation to the allotment and issue of preference shares in the Company to the following shareholders in the amounts and for the sums set out below:

Subscriber	No of preference shares	Consideration (£)
Richard John Ratcliffe Keeling	51,429	51,429
Roger Bramall Morgan	8,571	8,571
Rosemary Ann Morgan	8,571	8,571
Melissa Anne Bagwell	3,429	3,429
Andrew Stephen Brode	168,000	168,000

TOTAL	240,000	240,000
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3. 'That the terms of the proposed contract between (1) the Company, (2) Marcus Corbally and others and (3) 3i Group plc (a copy of which is attached to this resolution (the '**Agreement**')) for the purchase of 135,000 ordinary shares of £1 each in the capital of the Company (being 3i Group plc's entire shareholding in the Company) for a total consideration of £1,402,597.20 be approved on the basis that:

- (a) the Company will purchase 25,550 of the shares for a total consideration of £265,454.50, to be funded to the amount of £25,550 by the proceeds of the issue of shares pursuant to resolution 1 and to the amount of £239,904.50 from the distributable profits of the Company (the '**Company Sale Shares**');
- (b) the Purchasing Shareholders (as defined in the Agreement) will purchase 109,450 shares for a total consideration of £1,137,142.70 in the numbers and for the sums as follows:

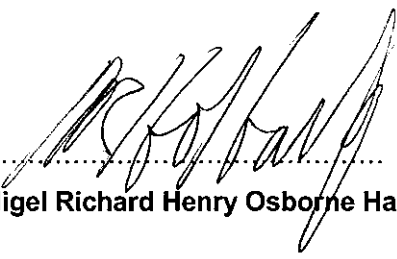
Purchasing Shareholder	No of Sale Shares	Total price payable
Richard John Ratcliffe Keeling	23,780	£247,064.90
Roger Bramall Morgan	3,936	£41,174.02
Rosemary Ann Morgan	3,936	£41,174.02
Melissa Anne Bagwell	1,585	£16,467.53
Andrew Stephen Brode	76,159	£791,262.23
TOTAL	109,450	£1,137,142.70

- (c) each of the undersigned hereby waives any rights of pre-emption which may exist whether pursuant to the articles of association or otherwise in relation to the transfer of shares to the Purchasing Shareholders;
- (d) article 12 of the articles of association does not apply to the transfer of shares to the Purchasing Shareholders.'
4. 'That the purchase by the Company of the Company Sale Shares on the terms set out in the Agreement be and is hereby approved in accordance with s164 and s320 Companies Act 1985.'

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for and on behalf of

3i Group Plc


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Andrew Stephen Brode


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Nigel Richard Henry Osborne Harley


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Marcus Corbally


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Melissa Anne Bagwell


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William Henry Bagwell

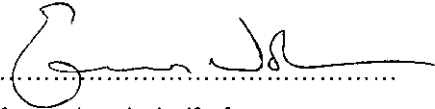

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Roger Bramall Morgan


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Rosemary Ann Morgan

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For and on behalf of

Rathbone Trustees Limited


.....
Richard John Ratcliffe Keeling



for and on behalf of

3i Group Plc

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