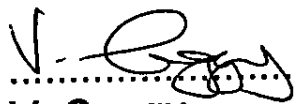**Company Number: 03116518**

PRIVATE COMPANY LIMITED BY SHARES

**Certified a true copy**

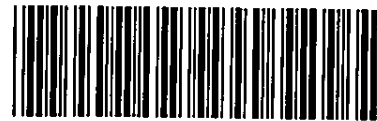WRITTEN RESOLUTIONS

of

**V. Cuggy**
**Company Secretary.**

HASTINGS INSURANCE SERVICES LIMITED
(the"Company")

**Circulated on 18ᵗʰ December 2008**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions (together, the "**Ordinary Resolutions**").

**ORDINARY RESOLUTIONS**

1.      **THAT** the authorised share capital of the Company be and is hereby increased from £10,005,000 to £30,000,000 by the creation of 19,995,000 ordinary "A" shares of £1 each, each with the same rights and subject to the same restrictions as those attaching to the existing ordinary "A" shares of £1 each as set out in the Articles of Association.

2.      **THAT** in substitution for all existing authorities (which are hereby revoked) the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "**1985 Act**") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £30,000,000, PROVIDED that this authority shall, unless renewed, varied or revoked by the Company in a general meeting, expire on 18th December 2013, but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above.

The undersigned, a person entitled to vote on the above resolutions on 18th December 2008, hereby irrevocably agrees to all of the resolutions set out above.

Signed on behalf of Logan Consultants Ltd .......................................................

Date: .......................................................