

LeBoeuf, Lamb, Greene & MacRae
LEBOEUF, LAMB, GREENE & MACRAE

Company No. 3437588

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
-OF-

OMEGA UNDERWRITING HOLDINGS PLC
Passed on 20 October 2006

At an Extraordinary General Meeting of the above named Company duly convened and held at the offices of LeBoeuf, Lamb, Greene & MacRae at No. 1 Minster Court, Mincing Lane, London EC3R 7YL on 20 October 2006, the following resolutions were duly passed.

SPECIAL RESOLUTION 1

To enable the Placing to be effected

THAT:

subject to and conditional upon admission to trading on AIM (in accordance with the rules published by the London Stock Exchange governing admission to and the operation of AIM) of the Company's ordinary shares of 5 pence each to be issued in connection with the proposed Placing as referred to and defined in the circular from the Company to its shareholders dated 25 September 2006 (a copy of which has been laid before this meeting and signed for the purpose of identification by the Chairman hereof) (the "Circular") becoming effective on or before 23 October 2006 (or such later date as the Company, Numis Securities Limited and Cenkos Securities Limited may agree):

- Authorised previously*
- 1.1 the authorised share capital of the Company be increased from £8,850,000 to £10,100,000 by the creation of an additional 25,000,000 ordinary shares of 5 pence, such shares to form one class with and to rank *pari passu* in all respects with the existing ordinary shares of 5 pence each in the Company's share capital;
 - 1.2 the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985, as amended (the "Act") to allot relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum aggregate nominal amount of £3,750,000 provided that:
 - a) this authority shall expire at the conclusion of the annual general meeting of the Company in 2007 or, if earlier, the date fifteen months from the passing of this resolution, unless previously revoked, varied or renewed by the Company in general meeting;
 - b) the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot any relevant securities pursuant to such offer or agreement as if such authority had not expired; and
 - c) all prior authorities to allot relevant securities pursuant to section 80 of the Act be revoked but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

1.3 the Directors be granted power pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority conferred by paragraph 1.2 of this resolutions as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- Actions previously*
- a) the allotment of equity securities in connection with the Placing (as referred to and defined in the Circular);
 - b) the allotment of equity securities in connection with any invitation made to holders of ordinary shares and holders of other securities to the extent expressly required and (if considered appropriate by the Directors) permitted by the rights attached thereto and made to any other persons entitled to participate in such allotment from time to time to subscribe by way of rights, open offer or otherwise where the equity securities attributable to the interests of the holders of such ordinary shares and (if applicable) other securities and such other persons are respectively proportionate (as nearly as may be) to the respective number of ordinary shares and (if applicable) other securities held or deemed held by them on the record date of such allotment subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory; and
 - c) the allotment for cash (otherwise than pursuant to sub-paragraphs 1.3 (a) and (b) above) of equity securities up to an aggregate nominal amount of £368,000,

and shall expire at the conclusion of the annual general meeting of the Company in 2007 or, if earlier, the date fifteen months from the passing of this resolution unless previously varied, revoked or renewed by the Company in general meeting provided that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired; and

1.4 all prior powers granted under section 95 of the Act be revoked provided that such revocation shall not have retrospective effect.

SPECIAL RESOLUTION 2

To approve the implementation of the Scheme and amend the Company's Articles of Association

THAT:

- (a) the Scheme of Arrangement dated 25 September 2006 between the Company and the Scheme Shareholders (as defined in the Scheme), a print of which has been produced to this meeting and has for the purpose of identification been initialled by the Chairman of this meeting, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court (the "**Scheme**"), be approved and the Directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (b) for the purpose of giving effect to the Scheme and notwithstanding anything to the contrary in the Articles of Association of the Company, the issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares (as such term is defined in the Scheme) and the entire amount standing to

the credit of the Company's share premium account as at the date of the hearing of the Court to sanction the Scheme be and is hereby cancelled;

- (c) forthwith and contingently upon the said reduction of capital taking effect and notwithstanding anything to the contrary in the Articles of Association of the Company, £1,000,000 of the reserve arising in its books of account as a result of such reduction of capital be applied in paying up in full and at par new ordinary shares of 5 pence each in the capital of the Company ("**new Ordinary Shares**") of an aggregate nominal amount equal to £1,000,000, such new Ordinary Shares to be allotted and issued, credited as fully paid up to Omega Insurance Holdings Limited and/or its nominee;
- (d) the Directors of the Company be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, as amended (the "**Act**"), to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal value of £1,000,000 in respect of allotments of relevant securities in connection with the Scheme provided that this authority shall expire at the conclusion of the annual general meeting of the Company in 2007 or, if earlier, the date fifteen months from the passing of this resolution, unless previously revoked, varied or renewed by the Company in general meeting and shall be in addition to and without prejudice to any other authority previously granted on the Directors of the Company pursuant to the said section 80 and in force on the date on which this resolution is passed;
- (e) with effect from the passing of this resolution, the Articles of Association of the Company be amended by the adoption and inclusion of the following new Article as Article 141:

"SCHEME OF ARRANGEMENT"

- 141.1 In this Article 141, expressions not defined in these Articles but defined in the scheme of arrangement dated 25 September 2006 proposed between the Company and the Scheme Shareholders (as defined in such scheme), in its original form or with or subject to any modification, addition or condition approved or imposed by the Court (as defined in such scheme (the "**Scheme**")) shall have the same respective meanings in this Article.
- 141.2 Notwithstanding any other provision of these Articles, if any shares in the Company are allotted and issued to any person (other than Omega Insurance Holdings Limited, an exempted company limited by shares incorporated under the Companies Act 1981 of Bermuda, as amended, with the registration number EC38803 ("**New Omega**") or any nominee of New Omega) (a "**new member**") after the adoption of this Article but on or prior to 6:00 p.m. on the business day prior to the date on which the Court Order (as defined in the Scheme) is made, such shares shall be allotted and issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the new member, and any subsequent holder other than New Omega or any nominee of New Omega, shall upon the Scheme becoming effective be bound by the terms of the Scheme.
- 141.3 Notwithstanding any other provision of these Articles, if any shares in the Company are allotted and issued to a new member after 6.00 p.m. on the business day prior to the date on which the Court Order is made then, after the Scheme shall have taken effect or on issue (whichever is the later), all such shares will be transferred to New Omega or its nominee in consideration for and conditionally on the issue or transfer to the new member (or any subsequent holder) of shares

*Acting
Previously*

on the following basis: one New Omega common share for every ordinary share in the capital of the Company so transferred.

141.4 The number of shares to be issued or transferred by New Omega or its nominee under Article 141.3 may be adjusted by the Directors of New Omega in such manner as the auditors may determine on any reorganisation of the share capital of the Company or of New Omega effected after the Scheme Effective Date (as defined in the Scheme), provided always that any fractions of a share in New Omega shall be dealt with in such manner as the Directors of New Omega shall determine.

141.5 To give effect to any such transfer required by Article 141.3, the Company may appoint any person to execute a form of transfer on behalf of the new member (or any subsequent holder of the relevant shares in the Company) in favour of New Omega or its nominee and to agree for and on behalf of the new member (or any such holder) to become a member of New Omega."; and

(f) with effect from the passing of this resolution:

- (i) one authorised but unissued share of the Company be reclassified as a deferred share of 5 pence (the "**Deferred Share**"), such Deferred Share to have the rights set out in the Articles of Association of the Company as amended pursuant to paragraph (ii) below;
- (ii) the Articles of Association of the Company be amended by the adoption and inclusion of the following new Article as Article 142:

"DEFERRED SHARE

The deferred share so designated by special resolution of the Company passed on the same date as the date of adoption of this Article (the "**Deferred Share**") shall have all the rights of an Ordinary Share as set out in these Articles, save that:

- (i) the holder of the Deferred Share shall not be entitled to receive otherwise than pursuant to the Scheme as defined in Article 141 a dividend or other distribution or to have any other right to participate in the profits of the Company;
 - (ii) the holder of the Deferred Share shall have no right to attend or vote at any general meeting of the Company; and
 - (iii) on a return of capital or winding-up of the Company, the holder of the Deferred Share shall be entitled, subject to the payment to the holders of all other classes of shares of the amount paid up or credited as paid up on such shares, to repayment of the amounts paid up or credited as paid up on the Deferred Share, but shall have no further or other right to participate in the assets of the Company.";
- (iii) the Directors be generally and unconditionally authorised for the purposes of section 80 of the Act to allot the said Deferred Share provided that this authority shall expire at the conclusion of the annual general meeting of the Company in 2007 or, if earlier, the date fifteen months from the passing of this resolution, unless previously revoked, varied or renewed by

the Company in general meeting and shall be in addition and without prejudice to any other authority previously granted on the Directors of the Company pursuant to the said section 80 and in force on the date on which this resolution is passed; and

- (iv) pursuant to and during the period of the said authority the Directors be empowered to allot the said Deferred Share wholly for cash as if section 89(1) of the said Act did not apply to any such allotment.

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a smaller, more complex flourish.

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Company Secretary