

Company No. 03487744

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING of

ACUMUS INSURANCE SOLUTIONS LIMITED

("Company")

Passed the 8 day of December 2008

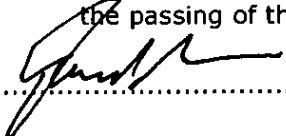
By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed:

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be hereby increased from £3,080,000 divided into 30,000 A Ordinary shares of £0.50 each, 30,000 B Ordinary shares of £0.50 each, 2,050,000 Preference shares of £1.00 each and 1,000,000 6.25% Preference shares of £1.00 each to £7,500,000 divided into 30,000 A Ordinary shares of £0.50 each, 30,000 B Ordinary shares of £0.50 each, 2,050,000 Preference shares of £1.00 each and 5,420,000 6.25% Preference shares of £1.00 each.
2. **THAT** for the purposes of section 80 of the Companies Act 1985 the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £4,449,000 (as increased by the preceding resolution) being the authorised but as yet unissued share capital of the Company, provided that this authority shall expire five years after the passing of this Resolution unless previously renewed, revoked or varied in any way.

SPECIAL RESOLUTION

2. **THAT** the Directors (being generally authorised by the resolution numbered 2 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot 4,420,000 6.25% Preference shares of £1.00 each, 29,000 A Ordinary shares of £0.50 each and 29,000 B Ordinary shares of £0.50 each in the capital of the Company and that the provisions of sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot provided that this authorisation shall expire five years after the passing of this Resolution.

.....**Director/Secretary**

TUESDAY



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