

# THE COMPANIES ACT 1985

## WRITTEN RESOLUTIONS

### FAIRFIELD INSURANCE SERVICES LIMITED

Registered No: 3861384

We, being all the members of the Company entitled to attend and vote at general meetings of the Company resolve upon the following resolutions as written resolutions of the Company pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

#### Resolution 1

THAT the articles of association be amended by adding a new article 2(D) as follows:

#### 2(D) PREFERENCE SHARES

The rights attaching to the Preference Shares are as follows:

(i) Profits

The Preference Shares shall not confer any entitlement to participate in distributions of income or profits or to receive any assets of the Company, except on a winding up or other return of capital.

(ii) Capital

The Preference Shares shall entitle the holders thereof, on a winding up or other return of capital, in priority to any return of capital on any other class of shares, to repayment of the capital paid up or credited as paid up on each share.

(iii) Voting

The Preference Shares shall not entitle the holders to receive notice of or to attend or vote at any general meeting of the Company unless the business of the meeting includes the consideration of a resolution for winding up the Company or for a reduction in the capital or any resolution directly or adversely modifying or abrogating any of the special rights or privileges attached to the Preference Shares.

(iv) Redemption

Subject to the provisions of part V, chapter VII of the Companies Act 1985, the Preference Shares may be redeemed at par at any time in whole or in part at the option of the Company but in any event not later than 14 April 2000



(v) Other Rights

The Preference Shares shall not confer on the holders thereof any further rights to participate in the profits or assets of the Company or to vote.

**Resolution 2**

THAT the authorised share capital of the Company be increased by £87,112 by the creation of 87,112 preference shares of £1 each having the rights set out in the amended articles of association.

**Resolution 3**

THAT the directors have unconditional authority to allot, create, deal with or otherwise dispose of all the authorised but unissued share capital in the Company as at the date of this resolution on such terms and at such times as they think fit (and as if section 89(1) of the Companies Act 1985 did not apply to any such allotment or other disposal) provided that this authority shall expire on the fifth anniversary of the date of this resolution

**Resolution 4**

THAT article 2(C) of the Company's articles of association shall not apply to the issue of 87,112 preference shares of £1 each at par to Roger Askin.

  
.....  
**Roger Askin**

  
.....  
**Michael Aldous**

  
.....  
**Philip Nash**

13.12.00