

**Company number: 04016257**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**INTEGRO INSURANCE BROKERS HOLDINGS LIMITED**

**(the "Company")**

**Circulated on 24 March 2023 (the "Circulation Date")**

Under Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose the following resolutions (the "**Resolutions**") be passed as special resolutions of the sole member of the Company:

**SPECIAL RESOLUTIONS**

1. **THAT** the Company's share capital is reduced by cancelling paid-up share capital to the extent of £0.95802746431 on each issued fully paid ordinary share in the capital of the Company and reducing the nominal value of each such issued fully paid ordinary share from £1.00 to £0.04197253569.
2. **THAT** the amount by which the Company's share capital is reduced pursuant to Resolution 1 be credited to the profit and loss account of the Company.
3. **THAT** the directors are authorised to do anything necessary or desirable to implement Resolutions 1 and 2.

*Please read the notes at the end of this document before signifying your agreement to the Resolutions.*

We, being entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions by signing below.

Signed by a director  
for and on behalf of  
LUDGATE LIMITED

DocuSigned by:  
  
Signature: .....  
3B49F05EEDD24ED...  
Name: Andrew Thomas Karl Westenberger

Date: 24 March 2023

**NOTES**

1. If you agree to all of the Resolutions (you cannot agree to some only), please indicate your agreement by signing and dating this document where indicated above and returning it to the Company either:
  - by hand or by post to Sian Woods at Tysers, 71 Fenchurch Street, London, EC3M 4BS; or
  - by email (via DocuSign or otherwise) to Sian.Woods@tysers.com, including the words “Step 2a.2 Capital reduction – written resolutions” in the email subject box.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. Unless sufficient agreement is received for the Resolutions to pass by the end of the period of 28 days beginning with the Circulation Date, they will lapse. However, to comply with the requirements of the Companies Act 2006 in connection with a reduction of capital, the written resolutions approving the reduction of capital must be passed no later than 15 days after the date of the solvency statement of the directors circulated with the Resolutions. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.