

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**COPY RESOLUTIONS**  
**of ACCIDENT EXCHANGE GROUP PLC**



**("Company")**

**PASSED ON 20 JULY 2006**

At the annual general meeting of the Company duly convened and held on 20 July 2006 at DLA Piper Rudnick Gray Cary UK LLP, 3 Noble Street, London, EC2V 7EE the following resolutions were duly passed:

**ORDINARY RESOLUTIONS**

1. To receive and adopt the Directors' Report and financial statements for the year ended 30 April 2006 together with the auditors' report on these financial statements.
2. To receive and adopt the Remuneration Report.
3. To elect David Galloway as a Director of the Company.
4. To elect Graham Stanley as a Director of the Company.
5. To re-elect Martin Andrews as a Director of the Company.
6. To re-elect David Lees as a Director of the Company.
7. To appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting of the Company at which accounts of the Company are laid and to authorise the Directors to fix their remuneration.
8. To declare a final dividend of 2 pence per ordinary share to those members whose names appear on the register of members of the Company at close of business on 23 June 2006.

9. That pursuant to section 80 of the Companies Act 1985 ("Act") the Directors of the Company ("**Directors**") be and are hereby generally and unconditionally authorised, in substitution for all previous powers granted to them hereunder, to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £1,141,172 (being in aggregate one third of the nominal value of the current issued ordinary share capital of the Company plus outstanding share options) such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2007 or 15 months after the passing of the resolution (whichever is the earlier) save that the Company may, before such expiry, make an offer or enter into an 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 as if the authority conferred hereby had not expired.

### **SPECIAL RESOLUTIONS**

10. That subject to and conditional upon the passing of resolution 1, the Directors be authorised and empowered pursuant to section 95 of the Act, in substitution for all powers previously granted hereunder, to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the section 80 authority referred to in resolution 1 above as if section 89(1) of the Act did not apply to any such allotment, such power to expire at the conclusion of the annual general meeting of the Company to be held in 2007 or 15 months after the passing of the resolution (whichever is the earlier), and such power is limited to the allotment of equity securities:
- 10.1 wholly for cash in connection with rights issues where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under law or the requirements of any regulatory body or any recognised stock exchange in any territory;
  - 10.2 otherwise than pursuant to paragraph (2.1) up to a maximum aggregate nominal amount of £206,908 (being in aggregate five per cent. of the nominal value of the current issued ordinary share capital of the Company plus outstanding share options);

provided that the Directors may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired.

11. That pursuant to section 166 of the Act the Company by generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Act) of ordinary shares of the Company provided that:

11.1 the maximum number of ordinary shares hereby authorised to be purchased is 6,594,806 (representing ten per cent. of the Company's issued ordinary share capital at the date of this resolution);

11.2 the minimum price exclusive of any expenses which may be paid for an ordinary share is 5p;

11.3 the maximum price exclusive of any expenses which may be paid for any share is an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased;

11.4 the authority hereby conferred shall expire on the earlier of the date 18 months from the date of this annual general meeting or the close of the next annual general meeting of the Company; and

11.5 the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired.

12. That in accordance with the provisions of section 164(2) of the Act, the terms of the proposed contract ("**Own Share Purchase Contract**") for the purchase by the Company of a total of 12,514,500 deferred shares of five pence each in the capital of the Company for the aggregate sum of £1.00, in accordance with article 5.1.3 of the articles of association of the Company, be approved and the Company be authorised to enter into the Own Share Purchase Contract and the proposed payment of £1.00 out of the Company's distributable reserves (in

accordance with section 160(1)(a) of the Act) to be made pursuant to the Own Share Purchase Contract to be approved.

..... M J Anger .....

Director/Secretary