

Company No: 04398255

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

INSURANCE COMPLIANCE SERVICES LIMITED
(the "Company")

Circulation Date:

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions (the "Resolutions") are passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the issue of 445 B ordinary shares of £0.20 each in the capital of the Company on 22 January 2020 be approved, ratified and confirmed for all purposes including for the purposes of section 551 of the Act.
2. **THAT** any claim which exists or may exist against any director of the Company as a result of the issue of shares described in Resolution 1 above be and is hereby waived and released.
3. **THAT** any breach of duty by a director of the Company under section 171 of the Act arising as a result of the issue of shares described in Resolution 1 above be ratified pursuant to section 239 of the Act.

AGREEMENT

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

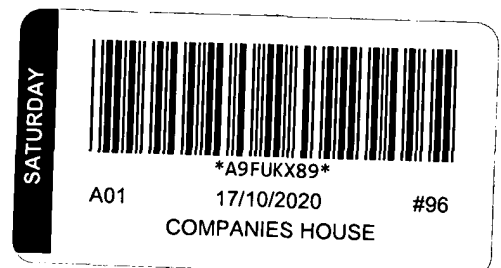
We, the undersigned, being entitled to vote on the above Resolutions, irrevocably agree to such Resolutions:

Signed:

Lain Gray
For and on behalf of Broker Direct
Acquisitions Limited

Dated:

13/10/20 2020



NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the “**Lapse Period**”) using one of the following methods:
 - 1.1 **By Hand:** delivering the signed copy to the Company’s registered office.
 - 1.2 **Post:** returning the signed copy by post to Company’s registered office.
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions are passed when the required majority of eligible members have signified their agreement to it.
- 5 If the Resolutions are not passed before the end of the Lapse Period they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.