

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

LAYTON BLACKHAM LIMITED

(the "Company")

27 DECEMBER

2012 (The "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "Resolution") -

SPECIAL RESOLUTION

THAT upon the recommendation of the Directors, the proposed dividend in specie of £1,243,807 net is hereby approved and declared to be satisfied by way of a waiver of the receivable of £1,243,807 owed by the sole member of the Company to the Company and outstanding on inter company loan account as at the date of this Resolution



"A10X4F2I"

A21

31/12/2012

#258

COMPANIES HOUSE

## AGREEMENT

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

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on, and hereby irrevocably agree to, the Resolutions -

For and on behalf Bluefin Insurance Group Limited



Rob O'Leary  
Director

Dated 27 DECEMBER 2012

## NOTES

- 1 You can choose to agree to all of the Resolution or none of them but you cannot agree to only some of the Resolution. If you agree to all of the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -
  - **By hand:** delivering the signed copy to Jeremy Peter Small at 5 Old Broad Street London EC2N 1AD, England,
  - **Post:** returning the signed copy by post to Jeremy Peter Small at 5 Old Broad Street London EC2N 1AD, England ,

If you do not agree to all of the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 You must indicate your agreement to the Resolution within the period of 15 days from the date of the solvency statement accompanying the Resolution (irrespective of the lapse date referred to in note 4)
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse
- 5 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