

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

SMART & COOK HOLDINGS LIMITED

(the "Company")

28<sup>TH</sup> 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 resolutions are passed as written resolutions of the Company, having effect as special resolutions (the "Resolutions") -

SPECIAL RESOLUTIONS

THAT

- 1 35,174,000 issued ordinary shares of £0.01 each in the capital of the Company be cancelled and extinguished, such that the share capital of the Company shall be reduced so that the issued share capital of the Company will be £1.34 (divided into 134 ordinary shares of £0.01 each),
- 2 the amount standing to the credit of the Company's share premium account be cancelled, and
- 3 subject to Resolutions 1 and 2 above being duly passed as special resolutions, and the reduction of capital and cancellation of share premium account referred to therein being duly registered with the Registrar of Companies, upon the recommendation of the Directors, the proposed dividend in specie of £2,402,979 net is hereby approved and declared to be satisfied by way of a waiver of the receivable of £2,402,979 owed by the sole member of the Company to the Company and outstanding on inter company loan account as at the date of these Resolutions



## 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 ORGAN  
Director

Dated 28<sup>TH</sup> DECEMBER 2012

## NOTES

- 1      You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, 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 Resolutions, 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 Resolutions within the period of 15 days from the date of the solvency statement accompanying the Resolutions (irrespective of the lapse date referred to in note 4)
- 3      Once you have indicated your agreement to the Resolutions, 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 Resolutions 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