

Company No: 05636081

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
RESOLUTIONS IN WRITING**

of

**LV INSURANCE MANAGEMENT LIMITED**

**("Company")**

**Passed the 21<sup>st</sup> day of December 2012**

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 the sole member of the Company who, at the date of circulating the resolution, was entitled to vote on the resolution duly passed the following resolutions

**SPECIAL RESOLUTIONS**

1. THAT the articles of association of the Company are amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association.
2. THAT the draft regulations attached to these written resolutions ("**New Articles**") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

**ORDINARY RESOLUTIONS**

3. THAT the rights attaching to each of the B Ordinary Shares of £1 each currently in issue in the capital of the Company be and are hereby varied to have the rights and be subject to the restrictions set out in the New Articles.
4. THAT in accordance with section 551 of the Act, the directors be unconditionally authorised to allot,
  - 4.1 1 A ordinary share of £1 in the capital of the Company; and
  - 4.2 1 B ordinary share of £1 in the capital of the Company,

up to an aggregate nominal amount of £2 each having the respective rights and subject to the restrictions set out in the New Articles Unless renewed, varied or revoked by the Company, this authority shall expire on 21 December 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

. hereby certify that this is a  
true copy of the original

*AKS*  
SOLICITOR ANDREW JOHNSON 7/1/13

TUESDAY



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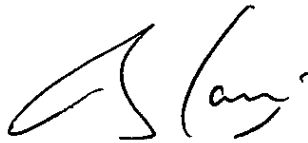
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08/01/2013

#38

COMPANIES HOUSE

Signed Paul Cassidy  
Secretary

A handwritten signature in black ink, appearing to read 'Paul Cassidy', written in a cursive style.

Dated 21 December 2012

The Companies Acts 1985 and 2006

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION OF

ABC INSURANCE SOLUTIONS LIMITED

(REGISTERED NUMBER 5636081)

(Adopted by written resolution dated 21 December 2012)


**REGULATIONS OF THE COMPANY**

1. The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 (the "Act") and in force on the date of adoption of these Articles).
2. Regulations 8, 24, 53, 54, 65-69 (inclusive), 73-80 (inclusive), 87, 90, 93, 100 and 118 in Table A do not apply to the company.

**SHARE CAPITAL**

3. The liability of the members is limited to the amount, if any, unpaid on the shares held by them
4. In accordance with section 551 of the Companies Act 2006, the directors of the Company are unconditionally authorised to allot,
  - (a) 1 A ordinary share of £1 in the capital of the Company, and
  - (b) 1 B ordinary share of £1 each in the capital of the Company,up to an aggregate nominal amount of £2 each having the respective rights and subject to the restrictions set out in these Articles
5. Unless renewed, varied or revoked by the Company, this authority shall expire on the date that is 5 years from the date of adoption of these Articles save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot

hereby certify that this is a  
true copy of the original

  
SOLICITOR ANDREW JOHNSON 7/1/13

shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expire

- 6 The authority of the directors conferred on them by Article 4 to allot relevant securities may be varied, revoked or renewed by ordinary resolution of the company in accordance with the provisions of the Companies Act 2006

## **INCOME**

- 7 Subject to Article 8, the Company shall apply any profits which the directors resolve to distribute in any year to the holders of the A ordinary shares *pari passu* and *pro rata* to the number of such shares held by each of them.
- 8 Subject to the Act and the Companies Act 2006, the directors may resolve to distribute any profits of the Company to the holders of the B ordinary shares by way of payment of one or more interim dividends provided that the Company obtains the consent of the holders of the A ordinary shares to the payment of any such interim dividend.

## **VOTING**

- 9 The B ordinary shares shall confer on the holder the right to receive notice of but not to attend or speak at general meetings of the Company nor to vote at general meetings of the Company unless a resolution is proposed for the solvent winding-up or dissolution of the Company.

## **VARIATION OF RIGHTS**

- 10 Any special rights attaching to a class of shares may be varied or abrogated by the consent in writing of the holders of more than 50% of the issued shares of that class or by an ordinary resolution passed at a separate meeting of holders of the shares of that class subject in each case to a 75% majority being required in the circumstances set out in the Act but not otherwise. At any such separate general meeting, the provisions of these Articles as to general meetings of the Company shall apply save that the quorum will be a member or members present in person or by proxy holding a majority in nominal value of the issued shares of the relevant class or a duly authorised representative of any such member or members being a corporation
- 11 The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto

## **SHARE CERTIFICATES**

- 12 In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the company, if the company has a seal, or otherwise executed in such manner as may be permitted by the Act"

#### **LIEN**

- 13 The company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

#### **CALLS ON SHARES**

- 14 The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

#### **TRANSFER OF SHARES**

- 15 The transfer, pledge, or any other disposal of any B ordinary shares is only effective with the prior written consent of the holder for the time being of the majority in nominal value of the issued A ordinary shares. Consent may be given or withheld in the absolute discretion of the holder for the time being of the majority in nominal value of the issued A ordinary shares.

#### **TRANSMISSION OF SHARES**

- 16 There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely: "provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within 90 days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with"

#### **PROCEEDINGS AT GENERAL MEETINGS**

17. In paragraph (b) of Regulation 38 in Table A there shall be inserted after the words "giving that right", the following words, namely "(or such lesser percentage as may be permitted by the Act and agreed by the members)"
18. No business shall be transacted at a meeting unless a quorum is present  
One member holding a majority in nominal value of the issued A ordinary shares or a proxy for such a member or duly authorised representative of any such member being a corporation, shall be a quorum.
19. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative  
Regulation 46 in Table A shall be construed accordingly
20. A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held either
  - (a) if it consists of an instrument executed by or on behalf of each such member; or
  - (b) if it consists of several instruments in the like form each executed by or on behalf of one or more of such members.

#### **VOTES OF MEMBERS**

21. Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the Articles or otherwise, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by its duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder

#### **ALTERNATE DIRECTORS**

22. A director may by written notice signed by him and deposited or received at the office or received by the secretary or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director.
23. Every alternate director shall (subject to his giving to the company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally

present and generally at such meeting to exercise all the powers, rights, duties and authorities of the director appointing him. Every alternate director shall also be entitled to sign on behalf of the director appointing him a resolution in writing of the directors pursuant to Article 35.

24. An alternate director shall neither be an officer of the company nor entitled to any remuneration from the company for acting as an alternate director.
25. A director may by written notice signed by him and deposited or received at the office or received by the secretary or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him.
26. If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease.

#### **DELEGATION OF DIRECTORS' POWERS**

27. The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely "and may also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors"

#### **RETIREMENT, APPOINTMENT AND REMOVAL OF DIRECTORS**

28. The holder for the time being of the majority in nominal value of the issued A ordinary shares may (while it is the holder of all or the majority of the issued A ordinary shares in the Company) appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the holder for the time being of the majority in nominal value of the issued A ordinary shares and shall take effect upon receipt at the registered office of the Company or by the Secretary. For the avoidance of doubt, the B ordinary shares confer no right on the holder or holders thereof to appoint or remove any person as a director.
29. The directors shall (subject as hereinafter appears) have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 81 of Table A) hold office until he is removed pursuant to Article 25 provided that on making any appointment under this article the directors shall within seven days furnish the holder for the time being of the majority in nominal value of the issued A ordinary shares in writing with the name and address of the person appointed and such appointment shall forthwith be revoked if within a further twenty-one days objection thereto is made by the holder for the time being of the

majority in nominal value of the issued A ordinary shares and written notice of such objection given to the Company.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

30 In Regulation 81 in Table A

- (a) there shall be inserted after the word "company" in paragraph (d) the following words, namely " ", provided that such action shall be without prejudice to the terms of and to any rights of the company under any contract between the director and the company", and
- (b) paragraph (e) shall be deleted

## **DIRECTORS' APPOINTMENTS AND INTERESTS**

31 In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely "shall be subject to the same provisions as to resignation and removal as other directors of the company".

## **PROCEEDINGS OF DIRECTORS**

32 In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely "Every director shall be given not less than 48 hours' notice of every meeting of the directors, such notice to be sent to such address as is notified by him to the company for this purpose or otherwise communicated to him personally Any director may by notice to the company either before or after the meeting waive his right to receive notice of the meeting and any director who either

- (a) is present at the commencement of a meeting whether personally or by his alternate director, or
- (b) does not, within seven days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the company that he desires the proceedings at such meeting to be regarded as a nullity, shall be deemed hereafter to have waived his right to receive notice of such meeting pursuant to this Regulation".

33 In Regulation 89 in Table A there shall be substituted for the final sentence the following sentence, namely: "A person attending a meeting of the board of directors, who is acting as an alternate director for one or more directors



shall be counted as one for each of the directors for whom he is so acting and, if he is a director, shall also be counted as a director, but not less than two individuals constitute a quorum".

34. A meeting of the board of directors may consist of a conference between directors some or all of whom are in different places if each director who participates is able:
- (a) to hear each of the other participating directors addressing the meeting; and
  - (b) if the director so wishes, to address all of the other participating directors simultaneously, whether directly, by conference telephone or any other form of communications equipment (whether in use when these Articles are adopted or developed subsequently) or by a combination of these methods. Each director so participating in a meeting is deemed to be "present" at that meeting for the purpose of these Articles. A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum. A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
35. A resolution in writing of all the directors or all the members of a committee of directors shall be as effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held either
- (a) if it consists of an instrument executed by or on behalf of each such director or committee member; or
  - (b) if it consists of several instruments in the like form each executed by or on behalf of one or more of such directors or committee members
36. Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Regulation 85 in Table A having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision
37. In Regulation 97 in Table A:

- (a) there shall be inserted after the words "the appointment" the following words, namely: "or the terms of appointment", and
  - (b) the following words shall be deleted, namely "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment, and Regulation 95 shall be construed subject to this provision"
38. The chairman shall not have a second or casting vote at any meeting of the directors and

Regulation 88 of Table A shall be modified accordingly

#### **MINUTES**

- 39 The directors shall cause minutes to be made in books kept for the purpose.
- (a) of all appointments of officers and alternate directors made by the directors, and
  - (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, of the directors, and of committees of directors, including the names of the persons present at each such meeting

#### **THE SEAL**

40. In Regulation 101 of Table A, there shall be substituted for the first sentence the following sentence, namely: "The company need not have a seal but if the company does have a seal, the seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors "
- 41 The company is authorised pursuant to section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

#### **NOTICES**

- 42 In Regulation 112 of Table A, the penultimate sentence shall be deleted.
- 43 If an envelope containing a notice is posted by pre-paid first class mail, the notice shall be deemed to be given at the expiration of 48 hours after the envelope was posted If such an envelope is posted by any other class of

pre-paid mail, the notice shall be deemed to be given at the time at which the envelope would be delivered in the ordinary course of post  
Regulation 115 of Table A shall be modified accordingly

## **INDEMNITY**

- 44 Subject to the provisions of the Act, every director, other officer or auditor of the company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the company or otherwise in relation thereto.

Company No: 05636081

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**LV INSURANCE MANAGEMENT LIMITED**

**(the "Company")**

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 ordinary and special resolutions as detailed below

**SPECIAL RESOLUTIONS**

- 1 THAT the articles of association of the Company are amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association
2. THAT the draft regulations attached to these written resolutions ("**New Articles**") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

**ORDINARY RESOLUTIONS**

- 3 THAT the rights attaching to each of the B Ordinary Shares of £1 each currently in issue in the capital of the Company be and are hereby varied to have the rights and be subject to the restrictions set out in the New Articles
4. THAT in accordance with section 551 of the Act, the directors be unconditionally authorised to allot,
  - 4 1 1 A ordinary share of £1 in the capital of the Company; and
  - 4 2 1 B ordinary share of £1 in the capital of the Company,

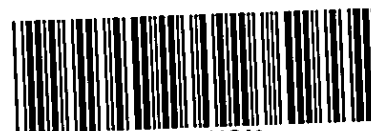
up to an aggregate nominal amount of £2 each having the respective rights and subject to the restrictions set out in the New Articles. Unless renewed, varied or revoked by the Company, this authority shall expire on *21 December* 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Dated *21 Dec* 2012

I hereby certify that this is a  
true copy of the original

*ARE*  
SOLICITOR ANDREW JOHNSON 7/1/13

TUESDAY



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08/01/2013  
COMPANIES HOUSE

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## AGREEMENT

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

We, the undersigned, being the sole member entitled to vote on the above resolutions, irrevocably agree to such resolutions

| Name of Shareholder | Authorised Signatory | Date of Signature |
|---------------------|----------------------|-------------------|
|---------------------|----------------------|-------------------|

|   |
|---|
| Liverpool Victoria General<br>Insurance Group Limited |
|---|



|             |
|-------------|
| 21 Dec 2012 |
|-------------|

Attachments: New Articles of Association

## NOTES

1 Shareholders who wish to agree to such resolutions should signify their agreement in one of the following ways

- Sign and return this document to County Gates, Bournemouth, Dorset BH1 2NF, marked for the attention of Paul Cassidy, or
- E-mail the Company's Solicitors at [jamesmith@eversheds.com](mailto:jamesmith@eversheds.com) attaching a scanned copy of the signed document to an email containing the subject "Written resolutions dated 21 December 2012"

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

2. If sufficient agreement is not received by the date which is 28 days from the date of circulation of the resolutions then these resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.

3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement

4. 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

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