

Company Number: 5636081
Private Company Limited by Shares

**THE COMPANIES ACT 2006
WRITTEN RESOLUTION OF
LV INSURANCE MANAGEMENT LIMITED (the Company)
SUBSIDIARY AUDIT EXEMPTION**

Circulation Date 21 March 2014

Pursuant to Chapter 2 Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that the following resolution is passed as a special resolution (the **Resolution**):

Special Resolution

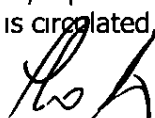
1. THAT the Company shall dispense with an audit for the financial year ending 31st December 2013, as permitted under s479A of the Companies Act 2006 and that, as required by s479C the Company shall agree a parental guarantee with Liverpool Victoria General Insurance Group Limited for all outstanding debts and liabilities of the Company to third parties as at the end of the financial year (the **Guarantee**). Any director of the Company and the secretary of the Company be and are generally and unconditionally authorised and empowered, for the purposes of section 39 of the Companies Act 2006, to execute and enter into on behalf of the Company such Guarantee.

Agreement

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

The undersigned, a person entitled to vote on the Resolution on the date on which this document is circulated, hereby irrevocably agrees to the Resolution:

Signature



For and on behalf of Liverpool Victoria General Insurance Group Limited (as shareholder of the Company)

Date 07/04/2014



Notes:

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by either hand or post to:
Sam Legg, Company Secretariat, LV=, County Gates House, County Gates, Bournemouth, BH1 2NF
2. If you do not agree to the Resolution, you do not need to do anything as you will not be deemed to agree if you fail to reply
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement
4. Unless, by the date which is 28 days from the Circulation Date referred to above, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us by this date