

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE MEMBERS OF

THURSDAY



A42

AMQ08MW0

08/02/2007

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COMPANIES HOUSE

GOCOMPARE.COM LIMITED (company number 5799376)
(the "Company")

We, the undersigned, being all the members of the Company who, at the date of this resolution, would be entitled to attend and vote at general meetings of the Company HEREBY RESOLVE, pursuant to section 381A of the Companies Act 1985, to pass the following resolutions as special resolutions and agree that the resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held.

1. THAT, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance within the meaning of sections 151-152 of the Act for the purpose of the acquisition by GoCompare.com Holdings Limited ("Holdings") of the entire issued share capital of the Company and the acquisition by esure Services Limited ("esure") of shares in Holdings in the form described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6) of the Act on the date of this resolution be approved.
2. THAT the execution, delivery and performance by the board of directors of the Company of:
 - (a) a composite guarantee and debenture given by the Company in favour of esure by which the Company shall guarantee the liabilities and obligations of Holdings to esure and shall grant fixed and floating charges over its assets and undertaking in favour of esure;
 - (b) a loan agreement to be made between the Company, Holdings and esure under which loans are to be made available to the Company; and
 - (c) such other documentation and such action as may be required in order to carry out the matters referred to above,

be approved, notwithstanding any personal interest of any member of the Company, and even though the execution, delivery and performance of each of those documents constitutes financial assistance in connection with the acquisition of the entire issued share capital of the Company and the acquisition of shares in Holdings by esure.

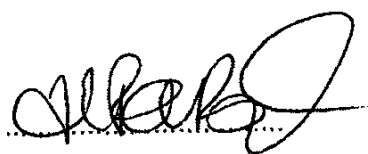
3. THAT any act done or document executed pursuant to any of the resolutions set out above shall be valid, effective and shall bind the Company and any limit on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association is suspended, waived or abrogated as necessary to give effect to the foregoing conclusions.

Hayley Parsons

For and on behalf of GoCompare.com
Holdings Limited as attorney for Daniel
Cassell

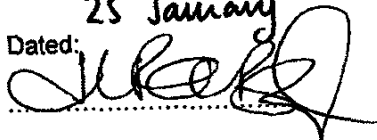
Dated: 25 January 2007

Dated: 25 January 2007



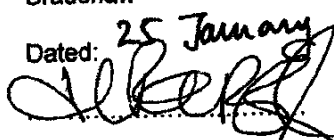
For and on behalf of GoCompare.com
Holdings Limited as attorney for Lee Griffin

Dated: 25 January 2007



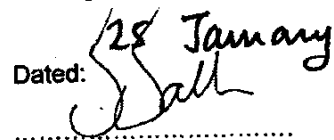
For and on behalf of GoCompare.com
Holdings Limited as attorney for Suzanne
Bradshaw

Dated: 25 January 2007



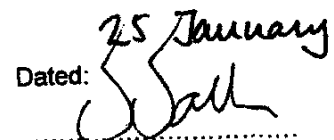
For and on behalf of GoCompare.com
Holdings Limited as attorney for David Harvey

Dated: 25 January 2007



Scott Salter

Dated: 25 January 2007



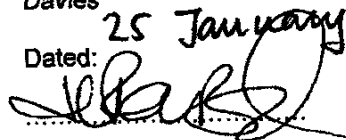
For and on behalf of GoCompare.com
Holdings Limited

Dated: 25 January 2007



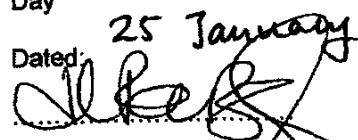
For and on behalf of GoCompare.com
Holdings Limited as attorney for Christopher
Davies

Dated: 25 January 2007



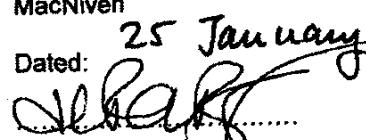
For and on behalf of GoCompare.com
Holdings Limited as attorney for Bartholomew
Day

Dated: 25 January 2007



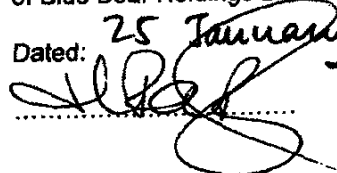
For and on behalf of GoCompare.com
Holdings Limited as attorney for John
MacNiven

Dated: 25 January 2007



For and on behalf of GoCompare.com
Holdings Limited as attorney for and on behalf
of Blue Boar Holdings Limited

Dated: 25 January 2007



Dated: 25 January 2007