

Company Number: 05866203

Companies Act 2006
WRITTEN RESOLUTION
OF
LYCETTS HOLDINGS LIMITED
("the Company")

On 23rd February 2009 the following Written Resolutions (such resolutions being passed as special resolutions) were approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006:-

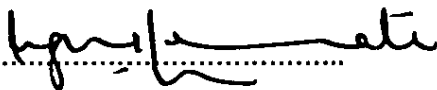
SPECIAL RESOLUTIONS

- 1 That the articles of association be amended by adding a new Article 8.1 A after Article 8.1 as follows:

"8.1A Notwithstanding the provisions of Article 9 (which shall not apply in relation to any such transfer(s)), any transfer(s) of shares to Ecclesiastical Insurance Group plc (CRN: 01718196), or any member of its group, both now and in the future shall be permitted and the directors shall be obliged to register any such transfer of shares to Ecclesiastical Insurance Group plc, or any member of its group (as applicable), on presentation of a duly signed instrument of transfer."
- 2 That the articles of association be amended by adding a new Article 11.6 after Article 11.5 as follows:

"11.6 Notwithstanding the foregoing provisions of this Article 11, where EIG or a member of its group is a purchaser acquiring Specific Shares they shall not be obliged to make a Tag Along Offer pursuant to Article 11.1 notwithstanding that such disposition may result in a Change of Control."

Signed



Director

TUESDAY



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19/05/2009

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COMPANIES HOUSE