

Company number: 06108332

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

HS 428 LIMITED

Dated: 1 August 2007

THURSDAY



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COMPANIES HOUSE

We, the undersigned being all the members of the above named Company and entitled to attend and vote at a general meeting of the Company hereby resolve that the resolutions set out below be and are hereby passed as written resolutions of the Company pursuant to the provisions of section 381A of the Companies Act 1985 (the "Act") and confirm that such resolutions shall be valid and effectual as if it had been passed at a general meeting of the Company duly convened and held.

RESOLUTIONS

- 1 **THAT** pursuant to section 320 of the Act or otherwise (the transactions proposed by and) an agreement between (1) British Insurance Limited (company number 03004334) ("**British**"); (2) HS 426 Limited (company number 06107682) (the "**Allottee**"), and (3) the Company which shall provide for British to transfer to the Company the Best Contract Business (as therein defined) in consideration for the allotment by the Company of one ordinary share of £1 to the Allottee (the "**Agreement**") (both British and the Allottee being connected with Simon Lance Burgess and Sara-Ann Burgess, directors of the Company), be approved by the Company
- 2 **THAT** the directors of the Company be and are empowered pursuant to section 80 of the Act to exercise all powers of the Company to allot equity securities (within the meaning of section 94(2) of the Act) and paramount to section 95 of the Act that the directors of the Company be generally empowered to allot such equity securities as if section 89(1) of the Act does not apply to any such allotment, provided that:
 - 2.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) should be the whole authorised capital of the Company as at the date of these resolutions; and
 - 2.2 such authority shall expire 5 years from the date of this Resolution save that the company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
- 3 **THAT** the allotment to the Allottee of one share of £1 in the capital of the Company treated as fully paid pursuant to the terms of the Agreement be approved by the Company.

Simon Lance Burgess as duly authorised
signatory for and on behalf of HS 426 Limited