

SEIG (2007) NUMBER 5 LIMITED

(the **Company**)

(Company number 06317313)

WRITTEN RESOLUTION

(pursuant to section 288 Companies Act 2006)

(Passed 1 / 4 2008)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes the following resolutions to be passed as special resolutions

SPECIAL RESOLUTION

THAT new Articles of Association in the form annexed hereto and initialled by the Chairman for the purposes of identification be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company,

be and are hereby approved

Member

Signature

Date

Barry Fehler



1 / 4

2008

TUESDAY



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15/04/2008

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COMPANIES HOUSE

NOTES

1 You can choose to agree to either all of the Resolutions or none of them, but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to Speechly Bircham LLP, 6 St Andrew Street, London EC4A 3LX.

If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

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

3 Unless, by 28 April 2008, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

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.

THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SOUTH ESSEX INSURANCE HOLDINGS LIMITED

1. PRELIMINARY

- 1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052), The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No 2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007 No 2826) so far as it relates to private companies limited by shares (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company
- 1 2 In these Articles the expression "the Act" means the Companies Act 1985 and "the 2006 Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act or the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

2. ALLOTMENT OF SHARES

- 2 1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to article 2 4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- 2 2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit,

provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this article 2.2 shall have effect subject to section 80 of the Act.

2.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

2.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

3 SHARES

3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4. GENERAL MEETINGS AND RESOLUTIONS

4.1 Every notice convening a general meeting shall comply with the provisions of section 325(1) of the 2006 Act as to giving information to members in regard to their right to appoint proxies and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

4.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 4.3 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

4.3 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

4.4 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

- 4 5 Regulations 40 and 41 in Table A shall not apply to the Company
- 4 6 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 4 9 below
- 4 7 Any decision taken by a sole member pursuant to article 4 3 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book
- 4 8 Resolutions under section 168 of the 2006 Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting
- 4 9 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. A member present at a meeting by more than one proxy shall be entitled to speak at the meeting through each of the proxies but the proxies together shall be entitled to only one vote on a show of hands. In the event that the proxies do not reach agreement as to how their vote should be exercised on a show of hands, the voting power is treated as not exercised. Regulation 54 in Table A shall be modified accordingly
- 4 10 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting
- 5. APPOINTMENT OF DIRECTORS**
- 5 1 Regulation 64 in Table A shall not apply to the Company
- 5 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly
- 5 3 Regulations 76 to 79 (inclusive) in Table A shall not apply to the Company
- 5 4 No person shall be appointed a director at any general meeting unless either
- 5 4 1 he is recommended by the directors, or
- 5 4 2 not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at

the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

5 5 Subject to article 5 3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

5 6 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 5 2 above as the maximum number of directors and for the time being in force

5 7 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 5 4 2 above For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder

6. BORROWING POWERS

The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

7. ALTERNATE DIRECTORS

7 1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly

7 2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

8. GRATUITIES AND PENSIONS

8 1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and

other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

8 2 Regulation 87 in Table A shall not apply to the Company

9. PROCEEDINGS OF DIRECTORS

9 1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

9 2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act

9 3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

10. COMMUNICATION BY MEANS OF A WEBSITE

Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website

11. THE SEAL

11 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company

11 2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

12. PROTECTION FROM LIABILITY

12 1 Subject to the provisions of, and so far as may be permitted by, the Act and the 2006 Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him from time to time (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the affairs of the Company, or any associated company, including where such company is trustee of an occupational pension scheme (but subject, in the case of funding expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with (i) any application under the provisions mentioned in section 205 of the 2006 Act or (ii) any investigations or actions of a regulatory authority as referred to in section 206 of the 2006 Act, to a decision to fund pursuant to article 12 3

- 12 2 Subject to the provisions of, and so far as may be permitted by, the Act and the 2006 Act, the directors may from time to time approve the purchase and maintenance of insurance by the Company for the benefit of any person who is or was at any time a director, other officer, or employee of the Company or any associated company against any loss or liability or any expenditure he may incur, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise in relation to the Company or any associated company
- 12 3 Subject to the provisions of, and so far as may be permitted by, the Act and the 2006 Act, the Company may provide any current or former director of the Company or its holding company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with (i) any application under the provisions mentioned in section 205 of the 2006 Act and/or (ii) any investigations or actions of a regulatory authority as referred to in section 206 of the 2006 Act and may do anything to enable any such person to avoid incurring such expenditure and, for the purpose of this article, the terms set out in sections 205 and 206 of the 2006 Act shall apply as if references to "director" include references to a former director
- 12 4 In this article "associated company" has the same meaning as in section 256 of the 2006 Act and "occupational pension scheme" has the same meaning as in section 235(6) of the 2006 Act.
- 12 5 This article 12 shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this article 12, or any part of it, to be treated as void under the Act or the 2006 Act

13 TRANSFER OF SHARES

The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company

14. HOLDING COMPANY

- 14 1 Notwithstanding any other provision of these articles, for so long as Ecclesiastical Insurance Office plc (company no 0024869) (the **Holding Company**), and/or any subsidiary of the Holding Company, shall be the holder of 90 per cent or more of the issued ordinary shares of the Company, any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time prescribe Regulation 70 in Table A shall be read accordingly
- 14 2 Any such notice pursuant to article 14 1 shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors

- 14 3 Notwithstanding any other provision of these articles, for so long as the Holding Company, and/or any subsidiary of the Holding Company, shall be the holder of 90 per cent or more of the issued ordinary shares of the Company
- 14 3 1 the Holding Company may appoint and remove the chairman of the board of directors by notice to the Company If and so long as the position of chairman is vacant, the directors may appoint one of their number to be chairman; and
- 14 3 2 the Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company
- 14 4 Any appointment or removal pursuant to article 14 3 shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose