

Company Number 07438498

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

THE INSURANCE UNDERWRITING AGENCIES LIMITED (the "Company")

On 17 February 2023, the following resolutions were passed by the members of the Company who were entitled to vote thereon as an ordinary and special resolutions as relevant:

ORDINARY RESOLUTION

1. That, in accordance with section 551 of the Companies Act 2006 and article 30.2 of the articles of association of the Company, the directors of the Company be generally and unconditionally authorised to allot and issue shares in the Company up to an aggregate nominal amount of £1 by the allotment of 1 X ordinary share of £1 in the capital of the Company (such share having the rights and restrictions as set out in the articles of association of the Company proposed to be adopted at Resolution 3) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date of this Resolution. This authority is in addition to all unexercised authorities previously granted to the directors by the Company.

SPECIAL RESOLUTIONS

2. That, subject to the passing of Resolution 1 above and Resolution 3 below and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority granted in Resolution 1 as if the rights of pre-emption set out in article 561 of the Companies Act 2006 or the Company's articles of association or otherwise did not apply to the allotment of 1 X ordinary share of £1 in the capital of the Company.
3. That, the regulations contained in the printed document attached to this resolution be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.
4. That, the re-designation of (i) 25 D ordinary shares of £1 each into 25 G ordinary shares of £1 each in the capital of the Company and (ii) 25 E ordinary shares of £1 each into 25 H ordinary shares of £1 each in the capital of the Company, each on 4 April 2017, such shares having the rights and restrictions set out in the articles of association proposed to be adopted pursuant to Resolution 3, be hereby irrevocably and unconditionally ratified and approved.
5. That, any breach of duty arising as a result of the purported re-designation referred to at Resolution 4 above be and is hereby irrevocable and unconditionally ratified pursuant to section 239 of the Act or otherwise.

DocuSigned by:

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Director

FRIDAY



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COMPANIES HOUSE