

Company number 10301653

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

**BUSINESS CHOICE DIRECT INSURANCE
SERVICES LIMITED**

(Company)



A12 08/12/2016 #81
COMPANIES HOUSE

Circulation Date 8th November 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed (**Resolutions**)

ORDINARY RESOLUTION

1 Authority to allot

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £500,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the 5th anniversary of the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTIONS

2 Disapplication of pre-emption rights

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall

- 2 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £500,000, and
- 2 2 expire on the 5th anniversary of the Circulation Date (unless renewed, varied or revoked by the Company prior to or on that date), 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 draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the Resolutions on 8th November 2016, hereby irrevocably agrees to the Resolutions

Signed by

Jacobus Lodewyk Coetzee
Director on behalf of Eldon Insurance Services Limited
Date *17/11/2016*

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods

By hand delivering the signed copy to Dawn Williams ACIS, Group Company Secretary, Eldon Insurance Services Limited, Lysander House, Catbrain Lane, Cribbs Causeway, Bristol BS10 7TQ

Post returning the signed copy by post to Dawn Williams ACIS, Group Company Secretary, Eldon Insurance Services Limited, Lysander House, Catbrain Lane, Cribbs Causeway, Bristol BS10 7TQ

Email by attaching a scanned copy of the signed document to an email and sending it to Dawn Williams@rock-services.co.uk

If you do not agree to 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 5th December 2016 sufficient agreement is 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