

No 3196171

The Companies Act 2006
Private Company Limited by Shares
Special Resolution of
CLERICAL MEDICAL INVESTMENT GROUP LIMITED
(the "Company")

Passed on 17 August 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, HBOS Financial Services Limited, as the sole member of the Company, resolved as a Special Resolution by way of written resolution

THAT further to the resolution passed by the Board of HBOS Insurance & Investment Group Limited on 5 August 2010, HBOS Financial Services Limited hereby directs the Company to

- 1) surrender any potential claim on CMI Insurance Company Limited under Article 27 of the Reinsurance Agreement dated 27 September 1996 insofar as this relates to the incorrect determination of Management Charges prior to the introduction of a corrected administration process by the Company and its administrator CMI Financial Management Services Ltd,
- 2) surrender any potential claim on CMI Insurance (Luxembourg) SA under Article 15 of the Reinsurance Agreement dated 1 July 1999 insofar as this relates to the incorrect determination of Management Charges prior to the introduction of a corrected administration process by the Company and its administrator CMI Financial Management Services Ltd, and
- 3) do whatever is necessary to facilitate (1) and (2) above

For and on behalf of
HBOS Financial Services Limited


S. MAYER

Deputy Secretary

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