

TORUS INSURANCE (UK) LIMITED

(Registered in England - No 6447250)

WRITTEN RESOLUTION

On 18 November 2015, the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 Companies Act 2006 by the Shareholder of the Company who at the date of this resolution was entitled to receive notice of, attend and vote at a general meeting of the Company

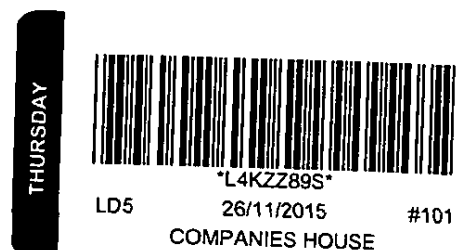
As special resolutions in accordance with section 283 Companies Act 2006

~~**THAT** the name of the Company be changed to StarStone Insurance Limited~~

THAT the Company's 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



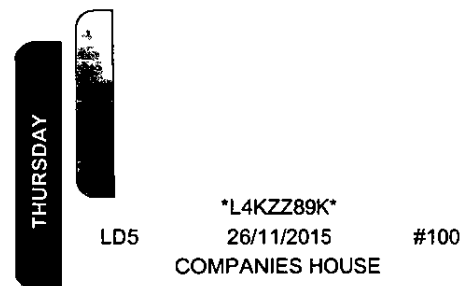
Director/Secretary



ARTICLES OF ASSOCIATION OF
STARSTONE INSURANCE LIMITED (the "Company")

Company Number 6447250

ADOPTED ON 26TH NOVEMBER 2015



26 November 2015

INDEX TO THE ARTICLES

PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

- 1 Defined terms
- 2 Liability of members

PART 2 DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES

- 3 Directors' general authority
- 4 Shareholders' reserve power
- 5 Directors may delegate
- 6 Committees

DECISION-MAKING BY DIRECTORS

- 7 Directors to take decisions collectively
- 8 Unanimous decisions
- 9 Calling a directors' meeting
- 10 Participation in directors' meetings
- 11 Quorum for directors' meetings
- 12 Chairing of directors' meetings
- 13 Casting vote
- 14 Conflicts of interest
- 15 Records of decisions to be kept
- 16 Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

- 17 Methods of appointing directors
- 18 Termination of director's appointment
- 19 Directors' remuneration
- 20 Directors' expenses

PART 3 SHARES AND DISTRIBUTIONS SHARES

- 21 Separate Classes of Shares
- 22 Rights attaching to Shares
- 23 Allotment of Shares
- 24 All shares to be fully paid up

- 25 Powers to issue different classes of share
- 26 Redemption of Preference Shares
- 27 Conversion of Preference Shares
- 28 Set Off
- 29 Other Provisions Relating to Preference Shares
- 30 Return of Capital
- 31 Company not bound by less than absolute interests
- 32 Share certificates
- 33 Replacement share certificates
- 34 Share transfers
- 35 Transmission of shares
- 36 Exercise of transmitters' rights
- 37 Transmitters bound by prior notices

DIVIDENDS AND OTHER DISTRIBUTIONS

- 38 Dividends and Income
- 39 No interest on distributions
- 40 Unclaimed distributions
- 41 Non-cash distributions
- 42 Waiver of distributions

CAPITALISATION OF PROFITS

- 43 Authority to capitalise and appropriation of capitalised sums

PART 4 DECISION-MAKING BY SHAREHOLDERS ORGANISATION OF GENERAL MEETINGS

- 44 Attendance and speaking at general meetings
- 45 Quorum for general meetings
- 46 Chairing general meetings
- 47 Attendance and speaking by directors and non-shareholders
- 48 Adjournment

VOTING AT GENERAL MEETINGS

- 49 Voting general
- 50 Errors and disputes

- 51 Poll votes
- 52 Content of proxy notices
- 53 Delivery of proxy notices
- 54 Amendments to resolutions

PART 5 ADMINISTRATIVE ARRANGEMENTS

- 55 Means of communication to be used
- 56 Company seals
- 57 No right to inspect accounts and other records
- 58 Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 59 Indemnity
- 60 Insurance

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1 In the articles, unless the context requires otherwise

"Arrears" means, in relation to any share in the Company, all accruals, deficiencies and arrears of any dividend payable in respect of such share whether or not earned or declared and irrespective of whether or not the Company has had at any time sufficient distributable profits to pay such dividend,

"articles" means the Company's articles of association,

"associated companies" are those that fall within section 256 of the Companies Act 2006,

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

"chairman" has the meaning given in article 12,

"chairman of the meeting" has the meaning given in article 46,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company,

"Conversion Date" means any date on which there are fully paid-up Preference Shares in issue and which the Company proposes to convert to Ordinary Shares,

"Conversion Notice" means not less than 28 business days' prior written notice by the Company to holders of Preference Shares of a Conversion Date,

"connected persons" has the meaning given in sections 252 to 255 of the Companies Act 2006,

"director" means a director of the Company, and includes any person occupying the position of director, by whatever name called,

"distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable

(a) the holder of the share, or

(b) if the share has two or more joint holders, whichever of them is named first in the register of members, or

(c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or

(d) otherwise by operation of law, the transmittee

"Dividend Declaration Date" means a date to be notified by the holder of the Preference Shares to the Company, such date to recur annually,

"Dividend Date" means ten business days after a Dividend Declaration Date,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"fully paid" in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company,

"hard copy form" has the meaning given in section 1168 of the Companies Act 2006,

"holder" in relation to shares means the person whose name is entered in the register of members as the holder of the shares,

"instrument" means a document in hard copy form,

"interested directors" has the meaning given in article 14(2)(b),

"Maximum Share Limits" mean (i) 50,000,000 Preference Shares of USD 1 each, (ii) 250,000,000 Ordinary Shares of USD1 each, (iii) 50,000,000 Preference Shares of GBP 1 each, and (iv) 200,000,000 Ordinary Shares of GBP 1 each,

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,

"Ordinary Shares" means the ordinary shares of GBP 1 or USD 1 (as the case may be) each in the capital of the Company from time to time in issue,

"paid" means paid or credited as paid,

"participate" in relation to a directors' meeting, has the meaning given in article 10,

"Preference Dividend" means a dividend declared in relation to Preference Shares on a Dividend Declaration Date,

"Preference Dividend Rate" means 7 per cent or such other rate relating to an issue of Preference Shares as may be agreed by the Company by ordinary resolution, prior to the issue of such Preference Shares,

"Preference Shares" means the convertible, cumulative, redeemable non-voting preference shares of GBP 1 or USD 1 (as the case may be) each in the capital of the Company from time to time in issue, the rights and restrictions in respect of which are set out in these articles,

"proxy notice" has the meaning given in article 52,

"Regulator" means the Financial Conduct Authority (FCA) and/or the Prudential Regulation Authority (PRA) as appropriate, or any statutory successor body or bodies which has regulatory jurisdiction over the Company or the conduct of its affairs;

"relevant company" has the meaning given in article 14(12),

"shareholder" means a person who is the holder of a share,

"shares" means shares in the Company,

"special resolution" has the meaning given in section 283 of the Companies Act 2006,

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006,

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law,

and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company

Liability of members

- 2 The liability of the members is limited to the amount, if any, unpaid on the shares held by them

PART 2 DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

- 3 Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

Shareholders' reserve power

- 4
 - (1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action
 - (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution

Directors may delegate

- 5
 - (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
 - (a) to such person or committee,
 - (b) by such means (including by power of attorney),
 - (c) to such an extent,
 - (d) in relation to such matters or territories, and

(e) on such terms and conditions,

as they think fit

- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions

Committees

- 6 (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 7 (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8
 - (2) If
 - (a) the Company only has one director, and
 - (b) no provision of the articles requires it to have more than one director,
- the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making

Unanimous decisions

- 8 (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

Calling a directors' meeting

- 9
- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
 - (2) Notice of any directors' meeting must indicate
 - (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
 - (3) Notice of a directors' meeting must be given to each director, but need not be in writing and need not be given to a director personally but may be given by word of mouth
 - (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

Participation in directors' meetings

- 10
- (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
 - (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
 - (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for directors' meetings

- 11
- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
 - (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, and unless otherwise fixed it is two directors. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum

- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the shareholders to appoint further directors

Chairing of directors' meetings

- 12 (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman
- (3) The directors may terminate the chairman's appointment at any time
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

Casting vote

- 13 (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

Conflicts of interest

- 14 Subject to the provisions of the Companies Acts and to complying with article 14A, a director, notwithstanding his office
 - (1) may be a party to or otherwise be interested in any transaction or arrangement with the Company or in which the Company is otherwise interested or in which any Company which has an interest in the Company is interested,
 - (2) may hold any other office or place of profit under the Company (except that of auditor or of auditor of a subsidiary of the Company) in conjunction with the office of director and may act by himself or through his firm in a professional capacity for the Company, and in any such case on such terms as to remuneration and otherwise as the board of directors may arrange, either in addition to or in lieu of any remuneration provided for by any other article,
 - (3) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with or otherwise interested in, any Company promoted by the Company or in which the Company is otherwise interested or which has an interest in the Company, and
 - (4) shall not be liable to account to the Company for any profit, remuneration or other benefit realised by any office or employment or from any transaction, arrangement or proposal or from any interest in any body corporate, no such transaction, arrangement or proposal shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such profit,

remuneration or any other benefit constitute a breach of his duty under the Companies Acts or under the law not to accept benefits from third parties

- 14A Subject to article 14B, a director shall declare the nature and extent of any interest permitted under this article at a meeting of the directors, or, in the case of a transaction or arrangement with the Company, in the manner set out in the Companies Acts
- 14B A director need not declare an interest in the case of a transaction or arrangement with the Company
- (1) if, or to the extent that, the other directors are already aware of the interest (and for this purpose the other directors will be treated as aware of anything of which they ought reasonably to be aware), or
 - (2) if, or to the extent that, it concerns the terms of his service contract (as defined in section 227 Companies Act 2006) that have been or are to be considered by a meeting of the directors or by a committee of the directors appointed for the purpose under these articles
- 14C Where the existence of a director's relationship with another person is authorised by the board of directors pursuant to the Companies Acts (and subject to any limits or conditions imposed by the board of directors) or if article 14 applies to the relationship, the director shall not be in breach of the general duties he owes to the Company under the Companies Acts because he
- (1) absents himself from directors' meetings at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise,
 - (2) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company and/or makes arrangements for such documents and information to be received and read by a professional adviser, or
 - (3) fails to disclose to the board of directors, or to any director or other officer or employee of the Company any information which he obtains otherwise than as a director and in respect of which he has a duty of confidentiality to another person, and/or fails to use or apply any such information in performing his duties as a director
- 14D Subject to these articles, the board of directors may cause the voting rights conferred by the shares in any other company held or owned by the Company or any power of appointment to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the directors or any of them as directors or officers of the other company or in favour of the payment of remuneration to the directors or officers of the other company), and a director may vote on and be counted in the quorum in relation to any of these matters
- 14E (1) Except as otherwise provided in these articles a director is to be counted as participating in the decision-making process for quorum or voting purposes on a proposed decision of the directors which is concerned with an actual or proposed transaction or arrangement with the Company in which that director is interested

- (2) A director who is interested in a transaction or arrangement with the Company in relation to the director's own appointment to office or employment with the Company, or the variation of the terms thereof, or termination of his appointment or employment, is not to be counted as participating in the decision-making process, and is not entitled to vote on or agree to a proposal relating to it
 - (3) The Company may by ordinary resolution disapply the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process
 - (4) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting
- 14F Subject to article 14G, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive
- 14G If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

Records of decisions to be kept

- 15 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

Directors' discretion to make further rules

- 16 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

Methods of appointing directors

- 17 (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director
- (a) subject to article 17(5), by ordinary resolution, or
 - (b) by a decision of the directors
- (2) In any case where, as a result of death, the Company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director

- (3) For the purposes of paragraph (2), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder
- (5) Unless and until otherwise determined by the Company in a general meeting there shall be no maximum number of directors and the minimum number of directors shall be two. Whenever there shall be only one director of the Company such director may act alone in exercising all the powers, discretions and authorities vested in the directors
- (6) No person shall be appointed a director at any general meeting unless either
 - (a) he is recommended by the directors, or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed 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 executed by that person of his willingness to be appointed
- (4) Subject to these articles and unless otherwise determined by the Company in a general meeting by ordinary resolution, any director (other than an alternate director) may appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director and may remove from office an alternate director so appointed by him. That person need not be approved by any resolution of the directors. An alternate director shall cease to be an alternate director if his appointor ceases to be a director but if a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment
- (5) An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director save that he may be paid by the Company such part (if any) of the remuneration otherwise paid to his appointor as such appointor may by notice in writing to the Company from time to time direct. An alternate director who is absent from the United Kingdom is entitled to receive notice of all meetings of directors and meetings of committees of directors
- (6) Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors. Any such notice may be left at or sent by post, electronic mail or facsimile transmission to the office, email address or another place designated for the purpose by the directors
- (7) Save as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

Termination of director's appointment

- 18 A person ceases to be a director as soon as
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
 - (b) a bankruptcy order is made against that person,
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
 - (e) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
 - (f) in the reasonable opinion of all other directors, he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and
 - (g) he ceases to be approved by the Regulator to carry on the controlled function of being an executive or non-executive director (as the case may be) of the Company at a time when the Company is subject to a requirement that such director must be approved by the Regulator

Directors' remuneration

- 19
- (1) Directors may undertake any services for the Company that the directors decide
 - (2) Directors are entitled to such remuneration as the directors determine
 - (a) for their services to the Company as directors, and
 - (b) for any other service which they undertake for the Company
 - (3) Subject to the articles, a director's remuneration may
 - (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
 - (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day
 - (5) Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

Directors' expenses

- 20 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at
- (a) meetings of directors or committees of directors,
 - (b) general meetings, or
 - (c) separate meetings of the holders of any class of shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

PART 3 SHARES AND DISTRIBUTIONS SHARES

Separate Classes of Share

- 21 The Preference Shares and the Ordinary Shares shall constitute separate classes of shares

Rights attaching to Shares

- 22 (1) The Preference Shares and the Ordinary Shares shall entitle the holders of those shares to the respective rights and privileges and subject to them to the respective restrictions and provisions contained in these articles
- (2) The holders of the Preference Shares shall not have the right to receive notice of or vote at a general meeting of the Company, other than in relation to a resolution relating to the alteration of the rights attaching to the Preference Shares

Allotment of Shares

- 23 (1) Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right
- (2) Subject to the provisions hereinafter expressed, the directors are authorised for the purposes of section 551 of the Companies Act 2006 to exercise the power of the Company to allot shares up to, but not exceeding, the Maximum Share Limits and the directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that
- (a) save as provided in sub-paragraph (b) below, the authority hereby given to the directors to exercise the power of the Company to allot shares shall expire five years after the date of the special resolution adopting these articles,
 - (b) the members in general meeting may by ordinary resolution

- renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such resolution shall comply with the Companies Act 2006,
 - revoke or vary any such authority (or renewed authority),
 - notwithstanding the aforementioned provisions of sub-paragraphs (a) and (b) the Company may make an offer or agreement before the expiry of such authorisation which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the directors may allot shares notwithstanding that such authority or renewed authority has expired
- (3) In accordance with sections 567(1) and 567(2) of the Companies Act 2006, section 561(1), and sections 562(1) to 562(5) are excluded from applying to the Company

All shares to be fully paid up

- 24 (1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue
- (2) This does not apply to shares taken on the formation of the Company by the subscribers to the Company's memorandum

Powers to issue different classes of share

- 25 (1) Subject to the articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution
- (2) The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

Redemption of Preference Shares

- 26 (1) The Company may on a Redemption Date (i) subject to compliance with relevant applicable requirements of the Companies Acts (ii) having given to the holders of the Preference Shares at that date a Redemption Notice, redeem any or all of the fully paid-up Preference Shares then in issue for the nominal amount paid up thereon, provided that if the board of directors determine that the proceeds of the issue of the Preference Shares are to be included in the calculation of the Company's capital for the purposes of the requirements made by the Regulator from time to time, no Redemption Notice may be given before the fifth anniversary of the issue of the Preference Shares that are to be redeemed
- (2) A Redemption Notice shall specify the Redemption Date, the number of Preference Shares to be redeemed and the place at which the certificates for such shares are to be presented for redemption

- (3) On the Redemption Date, the holders of the Preference Shares shall deliver to the Company at such specified place the certificates for the shares concerned in order that the same may be redeemed. Within 28 days after the Redemption Date, the Company shall pay to such holder (or to his order) the nominal amount paid up on such share together with a sum equal to all Arrears in respect of such Preference Share to be calculated down to and including the Redemption Date. If any certificate so delivered to the Company includes any Preference Shares not redeemable on that Redemption Date, the Company shall deliver to the relevant shareholder a fresh certificate in respect of any such shares.
- (4) Following the Redemption Date, the Preference Shares shall be treated as having been redeemed, whether or not the certificates therefor shall have been delivered and the redemption monies paid. The redemption monies, if remaining unpaid, shall constitute a debt of the Company, subject to all the provisions of these articles relating to monies payable on or in respect of a share.

Conversion of Preference Shares

- 27 (1) The Company may on any Conversion Date (i) subject to compliance with relevant applicable requirements of the Companies Acts and (ii) having given to the holders of the Preference Shares at that date a Conversion Notice, convert any or all of the fully paid-up Preference Shares then in issue into the same number of fully paid-up Ordinary Shares.
- (2) A Conversion Notice shall specify the Conversion Date, the number of Preference Shares to be converted and the place at which the certificates for such shares are to be presented to the Company.
- (3) On the Conversion Date, each of the holders of the Preference Shares concerned shall deliver to the Company at such specified place the certificates for the shares concerned. Within 28 business days after the Conversion Date, the Company shall send to each holder of the relevant Preference Shares a definitive certificate representing the replacement Ordinary Shares and shall pay to each holder of Preference Shares concerned a sum equal to all Arrears in respect of such Preference Shares to be calculated down to and including the Conversion Date. If any certificate so delivered to the Company includes any Preference Shares not converted on that Conversion Date, the Company shall deliver to the relevant shareholder a fresh certificate in respect of any such shares.
- (4) Following a Conversion Date, no further Preference Dividend shall be declared in relation to any converted Preference Share. The Ordinary Shares resulting from the conversion shall carry the right to receive all dividends and other distributions declared, made or paid on the Ordinary Share capital of the Company by reference to a record date falling on or after the applicable Conversion Date and shall otherwise rank *pari passu* in all respects with the fully paid-up Ordinary Shares then in issue.

Set-Off

- 28 The holders of the Preference Shares waive any entitlement to set off amounts they owe to the Company against subordinated amounts included in the Company's capital owed to them by the Company.

Other Provisions Relating to Preference Shares

- 29 So long as any Preference Shares remain in issue then, save with such consent or sanction on the part of the holders of the Preference Shares as is required for a variation of the rights attached to such shares (i) the Company shall not issue any further shares which are not in all material respects uniform with the Ordinary Shares in issue on the date of the adoption of this article 29 (ii) the Company shall not pass any resolution providing for the rights attaching to the Ordinary Shares to be modified, varied or abrogated and (iii) the Company shall not pass any resolution providing for the purchase or redemption of any Ordinary Shares or otherwise for the reduction of its share capital

Return of Capital

- 30 On a return of capital to holders of Ordinary Shares or Preference Shares on a winding up or otherwise (other than on conversion, redemption or purchase by the Company of its own shares in accordance with these articles) the assets of the Company available for distribution to its members shall be applied (i) first in paying to the holders of Preference Shares, in priority to any payment to the holders of all other shares in the capital of the Company, an amount equal to any Arrears calculated down to and including the date of commencement of the winding up (in the case of winding up) or of the return of capital (in any other case) and second a sum equal to the nominal amount of the fully paid-up Preference Shares then in issue (ii) second to the holders of Ordinary Shares a sum equal to the nominal amount of the fully paid-up Ordinary Shares then in issue and (iii) third rateably amongst the holders of the Ordinary Shares according to the amounts paid up on their respective holdings of such shares in the Company

Company not bound by less than absolute interests

- 31 Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it

Share certificates

- 32 (1) The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds
- (2) Every certificate must specify
- (a) in respect of how many shares, of what class, it is issued,
 - (b) the nominal value of those shares,
 - (c) that the shares are fully paid, and
 - (d) any distinguishing numbers assigned to them
- (3) No certificate may be issued in respect of shares of more than one class
- (4) If more than one person holds a share, only one certificate may be issued in respect of it

- (5) Certificates must
 - (a) have affixed to them the Company's common seal, or
 - (b) be otherwise executed in accordance with the Companies Acts

Replacement share certificates

- 33
- (1) If a certificate issued in respect of a shareholder's shares is
 - (a) damaged or defaced, or
 - (b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares
 - (2) A shareholder exercising the right to be issued with such a replacement certificate
 - (a) may at the same time exercise the right to be issued with a single certificate or separate certificates,
 - (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced, and
 - (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

Share transfers

- 34
- (1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor
 - (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
 - (3) The Company may retain any instrument of transfer which is registered
 - (4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
 - (5) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

Transmission of shares

- 35
- (1) If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share
 - (2) A transmittee who produces such evidence of entitlement to shares as the directors may properly require

- (a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
- (b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had
- (3) But transmittes do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares

Exercise of transmittes' rights

- 36 (1) Transmittes who wish to become the holders of shares to which they have become entitled must notify the Company in writing of that wish
- (2) If the transmittes wishes to have a share transferred to another person, the transmittes must execute an instrument of transfer in respect of it
- (3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittes has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

Transmittes bound by prior notices

- 37 If a notice is given to a shareholder in respect of shares and a transmittes is entitled to those shares, the transmittes is bound by the notice if it was given to the shareholder before the transmittes's name has been entered in the register of members

DIVIDENDS AND OTHER DISTRIBUTIONS

Dividends and Income

- 38 (1) Subject to article 38(2), on each Dividend Declaration Date the Company shall, in priority to any declaration of dividend in relation to the Ordinary Shares, by ordinary resolution declare a fixed dividend in an aggregate amount computed by multiplying the Preference Dividend Rate by the aggregate nominal value of fully paid-up Preference Shares then in issue
- (2) Articles 38(1) and 38(4) shall not apply unless
 - (a) the dividend referred to therein is equal to or less than the profits that the Company has available for the purpose of making a dividend,
 - (b) the payment of the dividend referred to therein shall not cause the Company's *capital resources* to be lower than the higher of (i) the Company's *capital resources requirement*, (ii) the amount of assets the Company deems necessary to hold for insurance solvency purposes pursuant to its *individual capital assessment*, and (iii) the amount of assets required to satisfy any *individual capital guidance* that has been given to the Company by the Regulator (such italicised terms as defined in the Regulator's Handbooks of Rules and Guidance (as amended from time to time)), and

- (c) the directors have recommended the amount of the dividend referred to therein
- (3) The Company shall on each Dividend Date pay any Preference Dividend to the holders of the Preference Shares
- (4) Subject to article 38(2), if the Company does not by ordinary resolution declare a Preference Dividend on a Dividend Declaration Date, then at the next following Dividend Declaration Date, the Company shall, in priority to any declaration of dividend or any payment of an interim dividend in relation to the Ordinary Shares, by ordinary resolution declare a fixed dividend (i) first in respect of the amount that the Company would have declared on each preceding Dividend Declaration Date in respect of which no Preference Dividend has been declared (whether on that Dividend Date or subsequently) if the conditions set out in article 38(2) had been met at that date, and (ii) second, in an aggregate amount computed by multiplying the Preference Dividend Rate by the aggregate nominal value of fully paid-up Preference Shares then in issue at that Dividend Declaration Date
- (5) The holders of the Preference Shares shall not be entitled to any further right of participation in the profits or income of the Company beyond Preference Dividends
- (6) No dividend or interim dividend shall be paid in relation to an Ordinary Share otherwise than in accordance with the provisions of Part 23 of the Companies Act 2006

No interest on distributions

- 39 The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by
- (a) the terms on which the share was issued, or
 - (b) the provisions of another agreement between the holder of that share and the Company

Unclaimed distributions

- 40 (1) All dividends or other sums which are
- (a) payable in respect of shares, and
 - (b) unclaimed after having been declared or become payable,
- may be invested or otherwise made use of by the directors for the benefit of the Company until claimed
- (2) The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it
 - (3) If
 - (a) twelve years have passed from the date on which a dividend or other sum became due for payment, and

- (b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company

Non-cash distributions

- 41 (1) Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)
- (2) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
- (a) fixing the value of any assets,
- (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
- (c) vesting any assets in trustees

Waiver of distributions

- 42 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in writing to that effect, but if
- (a) the share has more than one holder, or
- (b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise, the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

- 43 (1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution
- (a) decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve, and
- (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions
- (2) Capitalised sums must be applied

- (a) on behalf of the persons entitled, and
 - (b) in the same proportions as a dividend would have been distributed to them
- (3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct
- (4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct
- (5) Subject to the articles the directors may
 - (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another,
 - (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and
 - (c) authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 44
- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
 - (2) A person is able to exercise the right to vote at a general meeting when
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
 - (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
 - (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

Quorum for general meetings

- 45 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

Chairing general meetings

- 46 (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start
- (a) the directors present, or
- (b) (if no directors are present), the meeting,

must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

- (3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”

Attendance and speaking by directors and non-shareholders

- 47 (1) Directors may attend and speak at general meetings, whether or not they are shareholders.
- (2) The chairman of the meeting may permit other persons who are not
- (a) shareholders of the Company, or
- (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting

Adjournment

- 48 (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if
- (a) the meeting consents to an adjournment, or

- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

Voting: general

- 49 (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles
- (2) Subject to any rights and restrictions to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorized representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder

Errors and disputes

- 50 (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- (2) Any such objection must be referred to the chairman of the meeting, whose decision is final

Poll votes

- 51 (1) A poll on a resolution may be demanded
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- (2) A poll may be demanded by
- (a) the chairman of the meeting,
 - (b) the directors,
 - (c) two or more persons having the right to vote on the resolution, or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution
- (3) A demand for a poll may be withdrawn if
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs
- (5) A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

Content of proxy notices

- 52 (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the shareholder appointing the proxy,
 - (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

- (4) Unless a proxy notice indicates otherwise, it must be treated as
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

- 53 (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Amendments to resolutions

- 54 (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
 - (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

PART 5 ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 55 (1) Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of the Companies Act 2006 to be sent or supplied by or to the Company
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Company seals

56. (1) Any common seal may only be used by the authority of the directors
- (2) The directors may decide by what means and in what form any common seal is to be used
- (3) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- (4) For the purposes of this article, an authorised person is
- (a) any director of the Company,
 - (b) the company secretary (if any), or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

- 57 Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a shareholder

Provision for employees on cessation of business

- 58 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 59 (1) Subject to paragraph (2), a relevant director of the Company or an associated company may be indemnified out of the Company's assets against
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
 - (c) any other liability incurred by that director as an officer of the Company or an associated company
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- (3) In this article
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant director" means any director or former director of the Company or an associated company

Insurance

- 60 (1) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss
- (2) In this article
- (a) a "relevant director" means any director or former director of the Company or an associated company,
 - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate