

Company number 08187409

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PAUL NAPIER 2012 LIMITED (the Company)

Circulation Date: ~~6 December~~... 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as special resolution (together the **Special Resolution**)

SPECIAL RESOLUTION

That, 1,000 preferred shares of £1 00 each in the capital of the Company which at the time of passing of this resolution are registered in the name of AssuredPartners Limited be reclassified as ordinary shares of £1 00 each,

such shares having the respective rights and being subject to the respective restrictions attaching thereto under the Articles of Association of the Company

AGREEMENT

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

The undersigned, a person entitled to vote on the Special Resolution, hereby irrevocably agrees to the Special Resolution



AssuredPartners Limited acting by

Date Dec 6, 2012

SATURDAY



A04 *A1NUHDEA* 15/12/2012 #371
COMPANIES HOUSE

NOTES

- 1 If you agree with the Special 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 methods
 - (a) **By hand** delivering the signed copy to Squire Sanders (UK) LLP, 7 Devonshire Square, London, EC2M 4YH
 - (b) **Post** returning the signed copy by post to Squire Sanders (UK) LLP, 7 Devonshire Square, London, EC2M 4YH

If you do not agree to the Special Resolution, 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 Special Resolution, you may not revoke your agreement
- 3 Unless sufficient agreement has been received for the Special Resolution to pass within 28 days of its circulation it will lapse. If you agree to the Special Resolution, 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