



RM 04/02/2019 #68  
COMPANIES HOUSE

EXECUTION VERSION

**Endsleigh Insurance Services Limited (company number 00856706)**  
**(the "Company")**

**Written Resolutions of the Sole Member of the Company**

**Circulation date:** 22 May 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 are each passed as an ordinary resolution and resolution 3 is passed as a special resolution (the "**Resolutions**").

I, being the sole member entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows:

**ORDINARY RESOLUTION**

**1 That** it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into and perform:

**1.1** the accession deed (the "**Accession Deed**") between the Company, Trafalgar Midco 2 Limited as parent (the "**Parent**"), HSBC Bank Plc as facility agent (the "**Facility Agent**") and HSBC Corporate Trustee Company (UK) Limited as security agent (the "**Security Agent**") pursuant to which the Company agrees to become:

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(i) a guarantor under the senior facilities agreement dated 9 February 2015 between (among others) the Parent, Trafalgar Bidco Limited as original borrower (the "**Original Borrower**"), the Arrangers named therein, the Original Lenders named therein, the Facility Agent and the Security Agent (as amended and restated from time to time) (the "**Senior Facilities Agreement**");

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(ii) a debtor and intra-group lender under the English law intercreditor agreement dated 9 February 2015 between (among others) Trafalgar Holdco Limited, the Parent, the Original Borrower and the Facility Agent;

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**1.2** the accession deed ("**Security Accession Deed**") to the debenture dated 30 March 2017 between, amongst others the Parent, Trafalgar Bidco Limited and the Security Agent (the "**Debenture**");

**1.3** the Debenture in favour of the Security Agent;

**1.4** the written resolution in respect of Endsleigh Insurance (Brokers) Limited in its capacity as sole shareholder of Endsleigh Insurance (Brokers) Limited;

**1.5** the certificate of the Company certifying and confirming various matters relating to the accession; and

**1.6** any other Finance Document (as defined in the Senior Facilities Agreement) to which the Company is a party,

The documents listed in paragraphs 1.1 to 1.6 are together the "**Documents**".

**2 That** the Directors of the Company are instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they shall deem necessary or appropriate, subject to such amendments and modifications as the Director executing the same may in his/her absolute discretion agree and so that the

Director's signature of the relevant Document shall be conclusive evidence of the agreement to such amendments or modifications and if any Document or related document agreed by a Director needs to be executed as a deed that it be executed under the common seal of the Company or executed as a deed in accordance with section 44 Companies Act 2006.

### SPECIAL RESOLUTION

**3** That, in accordance with section 21 of the Companies Act 2006, the Company's articles of association are amended by the insertion of the following new articles:

**3.1** after the existing article 28:

*"Notwithstanding anything to the contrary in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:*

*(a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"), or*

*(b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or*

*(c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,*

*and the Directors shall forthwith register any such transfer of shares upon receipt."*

**3.2** after the existing article 12:

*"Notwithstanding anything contained in these Articles, any lien over shares (whether paid or unpaid shares) shall not apply to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person)."*

### 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 2018, hereby irrevocably agrees to the Resolutions:

Signed by Endsleigh Limited

Name: ANDREW GARDNER

Title: DIRECTOR



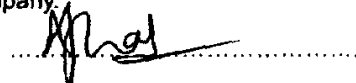
Date

22 May 2018

**NOTES:**

- 4** If you agree with the Resolutions, 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:
- **By Hand:** delivering the signed copy to Andrew Galbraith, A-Plan Insurance, 2 Des Roches Square, Witney, OX28 4LE.
  - **Post:** returning the signed copy by post to Andrew Galbraith, A-Plan Insurance, 2 Des Roches Square, Witney, OX28 4LE.
  - **Fax:** faxing the signed copy to 01993 700201.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to andrew.galbraith@aplan.co.uk.
- 5** If you have received the Resolutions by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolutions. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolutions.
- 6** 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.
- 7** Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 8** Unless, by midnight on 28 days post circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.
- 9** 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.
- 10** 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.

The Resolutions were passed as an ordinary resolution and special resolution (as applicable) on 22 May 2018, the signatory being the sole member of the Company.



**Director of Endsleigh Insurance Services Limited**