

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

**AGLE STAR HOLDINGS LIMITED**  
(the "Company")



A01 \*A83A28QV\* 292  
04/04/2009  
COMPANIES HOUSE

SATURDAY

On 2 March 2009 the following resolutions were duly passed as Written Resolutions of the Company having effect as Special Resolutions in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the sole eligible member of the Company who, at the date of circulation of the resolutions, was entitled to vote on the resolutions:

- 1 THAT matters may be authorised by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006.
- 2 THAT each of the situations (the "**First Situations**") listed in the attached schedule marked A for the purposes of identification which may, but for this resolution, result in the relevant director infringing his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including a conflict of interest and duty or conflict of duties) (the "**First Conflicts**") be and they are hereby authorised to the fullest extent permitted by law, subject to the following specific provisions (the "**First Provisions**"):
  - (a) that the authority granted by virtue of this resolution shall not be limited in time provided always that such authority may be revoked by the board of directors of the Company (the "**Board**") in its absolute discretion at any time; and
  - (b) that where a new conflict arises in respect of a director, or there is a change in the nature of any of the First Conflicts, the relevant director must immediately revert to the Board so that the authority granted by virtue of this resolution may be reviewed, provided that such review shall, where appropriate, include a reversion to the shareholder(s) of the Company for the time being.
- 3 THAT any equivalent or similar situations to the First Situations which may arise in respect of any individual who is, or who is proposed to be appointed as a director of the Company, insofar as such situation relates to his actual or proposed appointment as a director of : Allied Zurich Holdings Limited, Zurich Financial Services (UKISA) Limited, Zurich Assurance Ltd, Zurich Intermediary Group Limited, Zurich Advice Network Limited, Sterling ISA Managers Limited, Zurich Independent Wealth Management Limited, Allied Dunbar Assurance plc, Pilot Assurance Company Limited, Zurich Community Trust (UK) Limited, Eagle Star Holding Company of Ireland, Zurich International Life Limited, Allied Dunbar International Funds Limited, Zurich Trustee Company (UK) Limited, Zurich Transitional Services Limited, Zurich Financial Management Limited, Zurich Financial Solutions Limited, Zurich Introducer Network Limited, Zurich Employment Services Limited, Access Franchise Management Limited, Allied Dunbar Asset Management plc, Allied Dunbar Financial Services Limited, Allied Dunbar Healthcare Marketing Limited, Allied Dunbar Mortgages Limited, Allied Dunbar Property Services Limited, Allied Dunbar Provident

plc, Allied Dunbar (Sackville Street) Limited, Afterland Limited, Bristlecourt Limited, Conduit Street Properties Limited, Crimpland Limited, Dunbar Commercial Loan Brokers Limited, Eagle Insurance Company Limited, Eagle Pension Funds Limited, Eagle Star Computer Services Limited, Eagle Star Estates Limited, Eagle Star (Fund Management) Limited, Eagle Star Group Limited, Eagle Star Group Holdings Limited, Eagle Star Investment Managers Limited, Eagle Star (Leasing) Limited, Eagle Star Farms Limited, Eagle Star Forests Limited, Eagle Star Group Services Limited, Eagle Star Loans Limited, Eagle Star Mortgages Limited, Groomlink Limited, Grovewood Engineering Limited, Hawkcentral Limited, Logobrook Limited, Lordbourne Limited, Mentionland Limited, Meritclass Investments Limited, Nearheath Limited, Parcelgate Limited, Property Now Limited, Solentbar Property Investment Limited, Spirecharm Limited, Staple Inn Holborn Limited, Stareagle Limited, Starpatch Investments Limited, UPAL (Nominees) Limited, Zurich Assurance (2004) plc, Zurich Finance (UK) plc, Zurich Financial Portal Limited, Zurich Financial Services (UKISA) Group Services Limited, Zurich Leisure Services Limited, Zurich Mortgage Solutions Limited, Zurich Training and Development Services Limited,

be and they are hereby authorised to the fullest extent permitted by law, subject always to the First Provisions.

- 4 THAT each of the situations (the "**Second Situations**") listed in the attached schedule marked B for the purposes of identification which may, but for this resolution, result in the relevant director infringing his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including a conflict of interest and duty or conflict of duties) (the "**Second Conflicts**") be and they are hereby authorised to the fullest extent permitted by law, subject to the following specific provisions (the "**Second Provisions**"):
  - (a) that the authority granted by virtue of this resolution shall not be limited in time provided always that such authority may be revoked by the board of directors of the Company (the "**Board**") in its absolute discretion at any time;
  - (b) that where a new conflict arises in respect of a director, or there is a change in the nature of any of the Second Conflicts, the relevant director must immediately revert to the Board so that the authority granted by virtue of this resolution may be reviewed, provided that such review shall, where appropriate, include a reversion to the shareholder(s) of the Company for the time being;
  - (c) the director shall not be required to disclose or use any confidential information relating to such matter, or such office, employment or position, to the Company if to make such a disclosure or use such information would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position;
  - (d) the director may absent himself from discussions, whether in meetings of the directors or otherwise, and exclude himself from information, which will or may relate to that matter, or that office, employment or position; and
- 5 THAT any equivalent or similar situations to the Second Situations which may arise in respect of any individual who is, or who is proposed to be appointed as a director of the Company, insofar as such situation relates to his actual or proposed appointment as a director of Technical Connection Limited or any other similar joint venture companies or any undertaking in which a Zurich group company has any shareholding and a director of the Company has been appointed as a director of such undertaking be and they are hereby authorised to the fullest extent permitted by law, subject always to the Second Provisions.

- 6 THAT any director of the Company be and he is hereby authorised to execute, on behalf of the Company, in its capacity as shareholder, the shareholder resolutions of its subsidiary undertaking, namely Zurich Assurance Ltd for the purposes of section 175(5)(a) of the Companies Act 2006.

  
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Nigel Lowe  
Secretary  
Eagle Star Holdings Limited

2 April 2009  
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Date

## **Schedule A**

DAVID SIMS:	Director of:	Allied Zurich Holdings Limited Zurich Financial Services (UKISA) Limited Zurich Intermediary Group Limited Zurich Assurance Ltd Zurich Advice Network Limited Sterling ISA Managers Limited Zurich Independent Wealth Management Limited Allied Dunbar Assurance plc Pilot Assurance Company Limited Zurich Community Trust (UK) Limited Eagle Star Holding Company of Ireland Zurich International Life Limited Allied Dunbar International Funds Limited
	Member of:	ABI Life Insurance Committee
DAVID ETHERINGTON:	Director of:	Allied Zurich Holdings Limited Zurich Financial Services (UKISA) Limited Zurich Intermediary Group Limited Zurich Advice Network Limited Zurich Assurance Ltd Sterling ISA Managers Limited Allied Dunbar Assurance plc Pilot Assurance Company Limited Zurich Trustee Company (UK) Limited Eagle Star Holding Company of Ireland Zurich Transitional Services Limited Zurich Financial Management Limited Zurich Financial Solutions Limited Zurich Introducer Network Limited Zurich Employment Services Limited
NEIL EVANS:	Director of:	Access Franchise Management Limited Afterland Limited Allied Dunbar (Sackville Street) Limited Allied Dunbar Asset Management plc Allied Dunbar Financial Services Limited Allied Dunbar Healthcare Marketing Limited Allied Dunbar Mortgages Limited Allied Dunbar Property Services Limited Allied Dunbar Provident plc Bristlecourt Limited Conduit Street Properties Limited Crimpland Limited Dunbar Commercial Loan Brokers Limited Eagle Insurance Company Limited Eagle Pension Funds Limited Eagle Star (Fund Management) Limited Eagle Star (Leasing) Limited Eagle Star Computer Services Limited Eagle Star Estates Limited Eagle Star Farms Limited Eagle Star Forests Limited Eagle Star Group Holdings Limited Eagle Star Group Limited Eagle Star Group Services Limited Eagle Star Investment Managers Limited Eagle Star Loans Limited Eagle Star Mortgages Limited Groomlink Limited Grovewood Engineering Limited Hawkcentral Limited Logobrook Limited Lordbourne Limited Mentionland Limited

Meritclass Investments Limited  
Nearheath Limited  
Parcelgate Limited  
Pilot Assurance Company Limited  
Property Now Limited  
Solentbar Property Investment Limited  
Spirecharm Limited  
Staple Inn Holborn Limited  
Stareagle Limited  
Starpatch Investments Limited  
UPAL (Nominees) Limited  
Zurich Assurance (2004) plc  
Zurich Employment Services Limited  
Zurich Finance (UK) plc  
Zurich Financial Management Limited  
Zurich Financial Portal Limited  
Zurich Financial Services (UKISA) Group Services  
Limited  
Zurich Financial Solutions Limited  
Zurich Introducer Network Limited  
Zurich Leisure Services Limited  
Zurich Mortgage Solutions Limited  
Zurich Training and Development Services Ltd  
Zurich Transitional Services Limited

**Schedule B**

DAVID ETHERINGTON

Technical Connection Limited