

No. 2413321

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED
BY SHARES

SPECIAL RESOLUTION OF
AUTOMOBILE ASSOCIATION INSURANCE SERVICES HOLDINGS LIMITED
(PASSED AT AN EXTRAORDINARY GENERAL
MEETING ON 28TH DECEMBER 1989)

SPECIAL RESOLUTION

THAT the regulations contained in the document produced to the Meeting marked "A" and signed for identification by the Chairman, be adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company.

Dated this 9th day of April 1990.

.....
CHAIRMAN



I hereby certify the below to be a true copy of the Articles of Association of the Company as adopted by a Special Resolution of the Members passed at an Extraordinary General Meeting held on 28th December 1989.

Chairman *[Signature]* Date 10th April 1990

No. 2413321

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

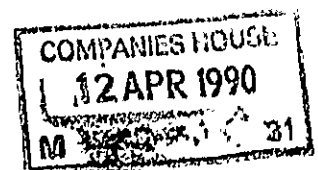
AUTOMOBILE ASSOCIATION INSURANCE SERVICES HOLDINGS LIMITED

(Adopted by Special Resolution passed on
28th December 1989)

PRELIMINARY

1. In these Articles and (where appropriate) in Table A:-

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|------------------|--|
| "the Act" | means the Companies Act 1985 (as from time to time amended or re-enacted); |
| "these Articles" | means these articles of association as altered from time to time; |
| "Table A" | means Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) excluding any statutory modifications thereof not in force at the date of adoption of these Articles. |



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2. Regulations 24, 53, 73 to 80 (inclusive), 84, 93 to 97 (inclusive) and 118 in Table A shall not apply to the Company.

SHARES

3. The Company is a private company limited by shares and accordingly:-

(A) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and

(B) any allotment of or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public;

are prohibited.

TRANSFER OF SHARES

- 4.1 The Directors may in their absolute discretion, and without giving any reason or being required to answer interrogations in connection therewith, decline to register any transfer of any share, whether or not fully paid, unless such transfer is made in accordance with the following provisions of Article 5.

- 5.1 A Member being a body corporate may (subject as hereinafter provided) at any time transfer all or any of the shares of the Company for the time being held by it to a member of the same group; provided always that where shares have been so transferred (whether directly or by a series of transfers thereunder) from a body corporate ("the transferor company", which expression shall not include a second or subsequent transferor in such a series of transfers) to a member of the same group ("the transferee company") and subsequently the transferee company ceases to be a member of the same group as the transferor company, then the transferee company shall be obliged forthwith to notify the Directors of that fact and shall be deemed to have given a transfer notice (as defined in Article 5) in respect of all such shares.

- (B)
- 5.2 For the purposes of this Article, the expression "a member of the same group" means any wholly-owned subsidiary of the transferor, any company of which the transferor is the wholly-owned subsidiary, or any other wholly-owned subsidiary of any such company.
- 5.3 For the purpose of ensuring that a transfer of shares is duly authorised under this Article the Directors may require any Member or the liquidator of any corporate Member or any person named as transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Directors may think fit regarding any matter they deem relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the Directors within a reasonable time after such request, the Directors shall be entitled to refuse to register the transfer in question.
- 5.4 With the consent in writing of all Members for the time being, the restrictions imposed by this Article may be waived or varied in relation to any proposed transfer of shares.

GENERAL MEETINGS

6. Subject to the provisions of the Act, a resolution in writing signed by or approved by letter, telex, facsimile transmission or cable by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed, or by their duly appointed attorneys, shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more Members of their attorneys, and signature in the case of a body corporate which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney.
7. Proxies may be deposited at the registered office of the Company at any time before the time of the meeting at which they are to be used or may be produced at the meeting itself unless otherwise specified in the notice convening such meeting.

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DIRECTORS

8. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall be not less than two and not more than twelve.
9. A Member or Members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, and may remove from office any Director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members concerned or, in the case of a corporate Member, signed by one of its Directors on its behalf, and shall take effect on lodgment at the registered office of the Company or on production to a meeting of the Directors.
10. The Directors may appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
11. The Company may by ordinary resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a Director from office.
12. The removal of a Director under Article 9 or 11 shall be without prejudice to any claim the Director may have for breach of any contract of service between him and the Company.
13. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.
14. The Directors shall not be required to retire by rotation.
15. Any Director who performs services at the request or with the agreement of the Directors may receive such additional remuneration

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(whether by way of salary, fees or commission or otherwise) as the Directors may determine.

ALTERNATE DIRECTORS

16. Regulation 65 of Table A shall apply with the modification that any alternate Director shall not only be liable to removal by his appointor, but may also be removed from such office by notice in writing to the Company given by a majority of the co-Directors of the Director by which the alternate Director was appointed.

POWERS OF DIRECTORS

17. A Director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the Directors or of a committee of the Directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted, and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Without prejudice to the generality of the foregoing, any director who is interested in any matter by reason of his being a director or employee of or connected in any way with The Automobile Association or any of its subsidiaries or of any subsidiary of the Company may vote on a resolution of the Company on that matter and, whether or not he does so, may be counted in the quorum present at that meeting.

EXECUTIVE DIRECTORS

18. The Directors may from time to time appoint one or more of their body to any executive office or employment in the Company for such period and on such terms as they think fit and may revoke such appointment without prejudice to any rights or compensation arising under the terms of any agreement entered into in any particular case. Subject to the terms of any such agreement, the appointment of any such Directors as aforesaid shall be ipso facto determined if he ceases from any cause to be a Director. A Director appointed to any executive office or employment as aforesaid shall receive such remuneration whether by way of salary, commission or participation in

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profits or pension or otherwise howsoever whether similar to the foregoing or not as the Directors may determine.

PROCEEDINGS OF DIRECTORS

19. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the Directors (or all the members of a Committee of the Directors) shall be as effective as a resolution passed at a meeting of the Directors (or of such Committee) duly convened and held and may consist of several documents in like form each signed or approved by one or more of the Directors. For the purposes of this Article, the signature or approval of an alternate Director shall suffice in lieu of the signature or approval of the Director appointing him.

INDEMNITY

20. Every Director, managing director, agent, Secretary or other officer of the Company (other than the auditor) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may incur or sustain in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of liability for negligence and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect insofar as its provisions are not avoided by the Act.