

**THE COMPANIES ACT 1985**  
**(As amended by the Companies Act 1989)**

**ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**COSWORTH LIMITED**  
**(Passed on 26 May 1998)**



Pursuant to Section 381A of the Companies Act 1985, we the undersigned, being the sole member of the Company who at the date of these resolutions are entitled to attend and vote at the Extraordinary General Meeting of the Company, hereby RESOLVE that the following resolutions be passed:-

1. **ORDINARY RESOLUTION - INCREASE OF AUTHORIZED SHARE CAPITAL**

THAT the authorised share capital of the Company be increased from £1,000 to £10,000,000 by the creation of 9,999,000 additional Ordinary Shares of £1 each.

2. **SPECIAL RESOLUTION - AMENDMENT OF MEMORANDUM OF ASSOCIATION**

"THAT pursuant to the provision of Section 4 of the Companies Act 1985, the Memorandum of Association of the Company be thereupon altered as follows:

- a) By deleting the existing Clause 3A and substituting therefor the following new Clauses 3A (i) and 3A (ii).

3A. The object of the Company is to carry on business as a general commercial Company. In particular, but without prejudice to the generality of the foregoing, the Company has the following objects:

- (i) To convert capital assets into income and cash of every kind and to promote the conversion of wealth held as property in any way and in particular, but without prejudice to the generality of the foregoing, to research, develop, market, distribute and see all forms of investments, insurance, life assurance or pension policies or products, including such policies which are designed to convert wealth held as property into income and cash or other costs (including the provision of income) which may become necessary or desirable as a result of this conversion.

(ii) 'To carry on the business of brokers and agents of every description; to carry on the business of insurance brokers and agents, mortgage brokers and agents, estate agents, auctioneers, surveyors, valuers, Building Society representatives, and general property dealers; to effect as agents for others assurances of every kind and against every and any contingency; to act as agents for manufacturers, wholesalers and distributors of articles and products and goods of every and any description; to act as agents for finance houses, hire purchase companies, and other financial institutions; to act as agents and or brokers in respect of any contract entered into by the Company; to carry on business in the United Kingdom and the whole of the world.

b) Subject to the passing of Ordinary Resolution 1, by deleting Clause 5 and substituting therefor the following new Clause 5:

The Share Capital of the company is £10,000,000 divided into 10,000,000 ordinary Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

3. SPECIAL RESOLUTION - ADOPTION OF NEW ARTICLES

THAT the regulations contained in the document marked 'A', now attached to these Resolutions and for identification purposes signed as being the sole member hereof, be approved and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

4. SPECIAL RESOLUTION - CHANGE OF THE COMPANY NAME

THAT the name of the Company be changed to 'HA Retirement Services Limited'.

Dated this 26<sup>th</sup> day of May, 1998 at 10.00 a.m.



Hambro Assured Holdings Limited  
Sole Shareholder

Presented by:-  
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