

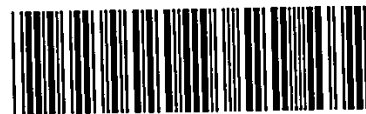
A.M. Best Europe - Rating Services Limited

Company number 02585837

Written Resolutions - Ordinary and Special Resolutions

Circulation Date - Monday, 6th March 2012

SATURDAY



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COMPANIES HOUSE

The undersigned, being the sole member of the Company and entitled to vote on these resolutions, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, hereby resolves as follows:

Ordinary Resolutions

1. Maximum Amount of Shares

That any restriction which may, or may be deemed to, prevent the Company from allotting shares so that the issued share capital of the Company exceeds £1,000,000 is hereby revoked and that the share capital be free from any restriction as to amount

2. Authority to Allot

That, in accordance with the Companies Act 2006 Section 551, the Directors are specifically authorised, for a period of 14 days from the date of this resolution, to exercise power to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company, provided that the maximum aggregate nominal amount of ordinary shares which may be allotted in accordance with this authority shall be £1,920,000 and that this authority is given subject to the following conditions, that the shares shall only be allotted to A M Best Company Inc. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

Special Resolution

3. Waiver of pre-emption rights

In accordance with the provisions of Article 2(a) of the Articles of Association of the Company the Directors are hereby authorised to make the allotment referred to in resolution 2 above without following the procedure and time limits specified in the said Article 2(a).

Agreement

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

The undersigned, being a Member of the Company entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to these Resolutions:

Signed by

Name: ARTHUR SNYDER III

For and on behalf of A.M. Best Company Inc. [Signature]

Date 6th March 2012

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand to the Company
 2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply
 3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
 4. Unless, by the end of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
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