

Company Number: 2772041

**LOMBARD GROUP SERVICES LIMITED**

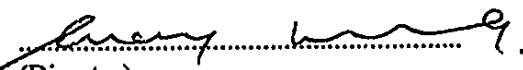
**Written Resolutions of the Company**  
**pursuant to Section 381A of the Companies Act 1985**

We, the undersigned, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows to the intent that these resolutions shall be treated for all purposes as elective resolutions of the Company.

**ELECTIVE RESOLUTIONS**

THAT:-

1. In accordance with Section 252 of the Companies Act 1985, the Company shall dispense with the laying before the Company in general meeting of the accounts and reports of the Company in respect of the financial year ending 31 December 1995 and each subsequent financial year.
2. In accordance with Section 366A of the Companies Act 1985, the Company shall, dispense with the holding of annual general meetings in the calendar year 1995 and in subsequent years.
3. In accordance with Section 386 of the Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually.

  
(Director)  
for and on behalf of  
LOMBARD INSURANCE GROUP PLC

Date: 24 July 1995

Date copy resolution sent to auditors: 2 June 1995  
Effective date of resolution: 24 July 1995  
(Section 381(2), (3), (4))



**RECORD OF WRITTEN RESOLUTIONS OF  
LOMBARD GROUP SERVICES LIMITED**

The resolutions set out on the attached copy document were passed as written resolutions pursuant to s381A of the Companies Act 1985. The date of the resolutions being the date of the signature, was the 24th day of July 1995.

A copy of the proposed resolutions having been delivered to the auditors of the Company on the 2nd day of June 1995, the resolutions became effective on the 24th day of July 1995, pursuant to s381B of the Companies Act 1985, the Company having received notice from the auditors that the resolutions did not concern them as auditors.

The written resolutions were signed by **A K LAMB** on behalf of Lombard Insurance Group plc being the sole member of the Company who at the date of the resolutions was entitled to attend and vote at a general meeting.

Accordingly the resolutions have effect and pursuant to s381A (5) of the Act are deemed to have been passed on 24 July 1995.

Signed:  ..... Chairman/Director/Secretary\*

Date: 24 July 1995

\* Delete whichever is inapplicable.