

Company number 03001989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

RBS INSURANCE SERVICES LIMITED

(the "**Company**")

Circulated on **30** August 2012 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

"THAT the name of the Company be changed to DL Insurance Services Limited "

AGREEMENT

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

The undersigned, being the sole shareholder of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution



for and on behalf of

Direct Line Insurance Group plc

Dated: August 2012

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it 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 sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period

MONDAY



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10/09/2012

#6

COMPANIES HOUSE



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3001989

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

RBS INSURANCE SERVICES LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

DL INSURANCE SERVICES LIMITED

Given at Companies House on **10th September 2012**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES