

**The Companies Act 2006
Private Company Limited by Shares
Written Resolutions
of
Hastings Insurance Services Limited (the "Company")**

26 March 2013 (the "Circulation Date")

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

That

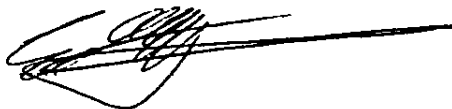
- (1) the Company's issued and paid up share capital be reduced by cancelling and extinguishing for no consideration paid up capital to the extent of £0 65 (being £1 00 - £0 35) on each of the issued ordinary shares and, further, noting that the amount by which the share capital is so reduced be credited to a reserve as a realised profit and treated as a distributable reserve (in accordance with the provisions of Part 23, CA 2006),
- (2) after the reduction, the Company's issued and paid-up share capital shall comprise 22,980,000 fully paid-up ordinary shares of £0 35 each, and
- (3) the Company should no longer have an authorised share capital and, therefore, Article 8 1 of the Company's Articles of Association be removed and Articles 8 2, 8 3 8 4 (8 4 1, 8 4 2), and 8 5 be renumbered 8 1, 8 2, 8 3 (8 3 1 8 3 2), and 8 4 respectively

Important:

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

We, Hastings (UK) Limited, being the sole member for the purposes of the written resolution set out above, by the hand of our duly authorised official indicated below, hereby indicate our agreement ~~and disagreement~~¹ to the resolution and confirm that we have received a copy of the directors' solvency statement at or before the time we received a copy of the resolution as required by the Companies Act 2006, Section 642(2)

Signed



Duly authorised on behalf of the sole shareholder, Hastings (UK) Limited

Name

EDWARD FITZMAURICE

Position

DIRECTOR

Date

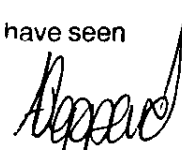
9 APRIL 2013

THURSDAY



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COMPANIES HOUSE

I hereby certify that this is a true copy of
this document, the original of which I
have seen



A S Leppard ACIS
Company Secretary

¹ Delete as applicable