

3121594

BRIT INSURANCE HOLDINGS LIMITED
(the "Company")

**Written resolution of the Company pursuant to section 281 and Chapter 2 of Part 13
Companies Act 2006**

Date. 20 April 2015

In accordance with Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as an ordinary resolution

ORDINARY RESOLUTION

That, in accordance with paragraph 42(2) (b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in regulation 6 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted

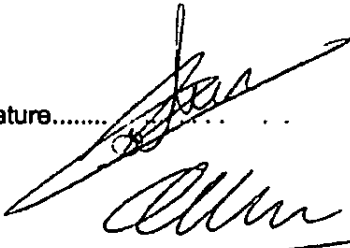
Agreement to written resolution

Please read the notes below before signifying your agreement to the written resolution.

The undersigned, the only person entitled on the date set out above to vote on the written resolution, irrevocably agrees to the resolution

Signed by A. Delvigne ...
(print name of signatory)
for and on behalf of
Brit Overseas Holdings S.à r.l.

Date. 20/04/2015

Signature.....

A. Usher

FRIDAY



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24/04/2015

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COMPANIES HOUSE