

THE SPECIAL RESOLUTION TO BE CIRCULATED TO TLS

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LEGAL INDEMNITY OPERATIONS LIMITED

(the Company)

(Registered in England and Wales with Company Number 03981077)

WRITTEN RESOLUTION

SPECIAL RESOLUTION

CIRCULATION DATE 13 September 2016

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolution is passed as a special resolution in accordance with section 283 Companies Act 2006

THAT the issued share capital be reduced from £500,000 00, divided into 500,000 Ordinary Shares of £1 00 each (all of which are fully paid) (the **Ordinary Shares**) to £1 00 by cancelling and extinguishing all but one of the issued Ordinary Shares and the amount by which the share capital is so reduced, being £499,999 00, be credited to a reserve and, upon registration of the documents required by section 644 Companies Act 2006 by the Registrar of Companies in England and Wales to effect the reduction, such reserve be used to offset accumulated realised losses of the Company and the balance then be treated as realised profit and made available for distribution to the sole holder of the Ordinary Shares

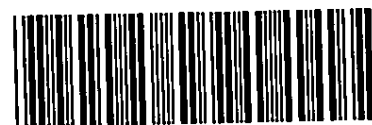
By Order of the Board:



Director

Date 13 September 2016

TUESDAY



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13/09/2016

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COMPANIES HOUSE

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INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows
 - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
 - The document must be sent to the Company in hard copy form or in electronic form in one of the following ways
 - By Hand Delivering the signed copy to George Raubenheimer or Andrew Darby on behalf of Legal Indemnity Operations Limited at 113 Chancery Lane, London, WC2A 1PL,
 - Post Returning the signed copy by post to Legal Indemnity Operations Limited, 113 Chancery Lane, London, WC2A 1PL marked "For the attention of George Raubenheimer / Andrew Darby",
 - E-mail By attaching a scanned copy of the signed document to an e-mail and sending it to Andrew.Darby@sra.org.uk and George.Raubenheimer@lpinsure.co.uk Please enter "Written Resolution dated 13 September 2016" in the e-mail subject box
 - A member's agreement to a written resolution, once signified, may not be revoked
 - A written resolution is passed when the required majority of eligible members has signified their agreement to it
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which names of the joint holder appear in the Register of Members

[THE SPECIAL RESOLUTION – PAGE 3 OF 3 – SIGNATURE PAGE FOR TLS]

- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

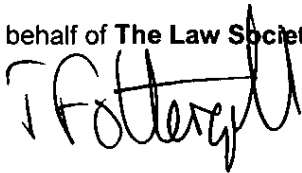
AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We being the eligible member of the Company

- 1 Confirm that we have received a copy of the above written resolution in accordance with section 291 Companies Act 2006, and
- 2 Hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as an special resolution

For and on behalf of **The Law Society**

Signature



Name: Thomas Fothergill

Date: 13 September 2016