

*Shearman & Sterling (London) LLP*

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copy of the original document

DATE 11 May 2011

SHEARMAN & STERLING (LONDON) LLP  
BROADGATE WEST  
9 APOLO STREET  
LONDON EC2A 2AP

**T F BELL HOLDINGS LIMITED**

Company Number 05162744

(the "Company")

(2)

Written Resolution of the Members of the Company

Circulation Date Thursday 5<sup>th</sup> May 2011

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

**1 SPECIAL RESOLUTION:**

1.1 That the Company's articles of association be amended as follows

- (a) Article 11.1 shall be amended so that (i) references to "the Bank of Scotland plc" shall be deleted and replaced with references to "Lloyds TSB Bank plc" and (ii) references to "BOS Co", "the BOS Co" and "that BOS Co" shall be deleted and replaced by references to "Lloyds", and
- (b) Article 11.1 shall be amended so that the words "the of the" in the first line of Article 11.1 shall be deleted

**2. AGREEMENT**

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

The undersigned, being the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed by



**Towergate Risk Solutions Limited**

Dated Thursday 5<sup>th</sup> May 2011

By

Dated

By



## NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods  
  
By Hand delivering the signed copy to Andrew Hunter, Towergate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN  
  
By Post returning the signed copy by post to Andrew Hunter, Towergate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN  
  
If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 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 the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document