

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

RESOLUTIONS OF
STRATEGIC THOUGHT GROUP PLC
("the Company")

(Passed 29th June 2011)

At an annual general meeting of the Company, convened and held on 29th June 2011, the following resolutions were passed

Ordinary Resolutions

- 1 To receive and adopt the financial statements of the Company for the financial year ended 31 March 2011 and the reports of the directors and auditors on those financial statements
- 2 To receive, adopt and approve the directors' remuneration report for the financial year ended 31 March 2011
- 3 To appoint PWF (UK) LLP as the Company's auditors to hold office until the conclusion of the next annual general meeting at which the accounts are laid before the Company
- 4 To re-appoint Andrew Darby, who retires by rotation pursuant to article 19.4 of the Company's Articles of Association, and who, being eligible, offers himself for re-election as a director
- 5 That in substitution for all existing authorities, the directors of the Company are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot relevant securities (within the meaning of section 560 of the **Act**) provided that the authority hereby granted shall be limited to
 - a) the allotment and issue of up to a maximum of 4,096,080 ordinary shares by the Company pursuant to the exercise of share options granted and to be granted by the Company and pursuant to the grant of long term incentive awards by the Company to the Executive Directors, and
 - b) the allotment otherwise than pursuant to sub-paragraphs (a) above of relevant securities up to an aggregate nominal value of £96,536

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for a period expiring (unless previously renewed or revoked by the Company in a general meeting) at the conclusion of the next annual general meeting of the Company following the date of passing of this resolution, but so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of that offer or agreement notwithstanding that the authority conferred hereby has expired

Special Resolutions

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- 6 That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company provided that
- a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 2,896,080,
 - b) the minimum price which may be paid for an ordinary share is 1p, exclusive of all expenses,
 - c) the maximum price which may be paid for an ordinary share is an amount, exclusive of all expenses, equal to 105 per cent of the average of the middle market quotations of the ordinary shares as derived from the London Stock Exchange Daily Official List for each of the five business days immediately preceding the day on which the ordinary share is purchased,
 - d) the authority (unless previously renewed, varied or revoked) conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or 15 months from the date of passing this resolution, if earlier, and
 - e) the Company may validly make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may validly make a purchase of ordinary shares in pursuance of any such contract or contracts
- 7 That the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authorities conferred by the resolution numbered 5 in this notice as if sub-section (1) of section 561 of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to
- a) the allotment and issue of up to a maximum of 4,096,080 ordinary shares by the Company pursuant to the exercise of share options granted and to be granted by the Company and pursuant to the long term incentive awards granted by the Company to the Executive Directors,
 - b) the allotment of equity securities in connection with or pursuant to an offer to the holders of ordinary shares and other persons entitled to participate therein, in the proportion (as nearly as may be) to such holders' existing holdings of ordinary shares (or, as appropriate, to the number of shares which such other


persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the directors may feel necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body in any territory, and

- c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of relevant securities up to an aggregate nominal amount of £28,960 80,

and (unless previously revoked, varied or renewed by the Company in a general meeting) shall expire at the conclusion of the next annual general meeting of the Company following the date of passing of this resolution, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of that offer or agreement notwithstanding that the power conferred hereby has expired

For
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only

- 8 That the name of the Company be changed from 'Strategic Thought Group Plc' to 'Active Risk Group Plc'



Chairman





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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5424046

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

STRATEGIC THOUGHT GROUP PLC

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

ACTIVE RISK GROUP PLC

Given at Companies House on **29th June 2011**



Companies House
— on the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES