

Company Number 07325169
Private Company Limited By Shares
Written Resolution
A.M.Best Europe - Information Services Limited (The Company)

WEDNESDAY



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11/07/2012

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COMPANIES HOUSE

21st June 2012 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution

SPECIAL RESOLUTION

IT IS RESOLVED THAT the Company's Articles of Association be amended as follows:

Existing Article 10 be deleted and replaced with -

10. Quorum for directors' meetings

- 10.1 Notwithstanding any other provision of these Articles no directors' meeting shall be quorate unless the Nominated Director (if there is a Nominated Director appointed for the time being) is present.

Existing Article 11 be deleted and replaced with -

11. Directors' conflicts of interest

- 11.1 Until and unless the Company resolves otherwise, a director may be counted as participating in a directors' meeting, for the purposes of determining whether a quorum is present, and shall be entitled to vote at that meeting despite the fact that the meeting is concerned with an actual or proposed transaction in which the director has an interest which does, or may, give rise to a conflict with the interests of the Company, provided that:

11 1.1 the director has declared the nature and extent of the interest;

11 1.2 no decision of the Company to revoke or amend this authority shall have retrospective effect

- 11.2 All directors shall comply with the Act, and any other provision of law, in relation to their obligations to disclose interests and conflicts of interest in transactions and arrangements, including potential conflicts.

- 11.3 Until and unless the Company resolves otherwise a director of the Company may act as a director of any other company which is within the same group as the Company. Any decision of the Company to alter this permission shall not have retrospective effect

- 11.4 The directors may exercise the powers of the Company in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such power

Existing Article 14 be deleted and replaced with -

14 Appointment of Directors

- 14.1 Notwithstanding any other provision of these Articles, for as long as A.M. Best Company Inc. is a member of the Company it shall be entitled to appoint a director of the Company ("the Nominated Director") and at any time may remove such director from office and appoint a replacement Nominated Director. Any appointment or removal of a Nominated Director pursuant to this Article shall be in writing and signed by, or on behalf of, A M Best Company Inc. and served on the Company at its registered office. Any such appointment or removal shall take effect when received by the Company or at such later time as shall be specified in such notice
- 14.2 In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) shall have the right, by notice in writing, to appoint a person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director.
- 14.3 For the purposes of Article 14.2 above, where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution:

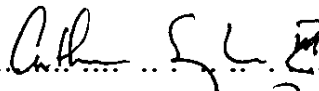
Signed by

Name

Position

For and on behalf of A.M. Best Company Inc.

Date


.....
Chairman and President

26th June 2012
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NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either to the Company at its registered office address at 5th floor Kinnaird House Pall Mall East London United Kingdom SW1Y 5AU.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

4. Unless, by the end of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us within this time
