

Company No. 7377779

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MONTPELIER BUSINESS REORGANISATION LIMITED

TUESDAY



A28 *AW1AM06X* 12/10/2010 104
COMPANIES HOUSE

CIRCULATION DATE:

Pursuant to Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that

- 1 resolutions 1, 2 and 3 below are passed as ordinary resolutions ("**Ordinary Resolutions**"), and
- 2 resolutions 4 and 5 below are passed as special resolutions ("**Special Resolutions**")

ORDINARY RESOLUTIONS

THAT

- 1 in accordance with Section 551 Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £599 provided that this authority shall unless renewed, varied or revoked by the Company expire on the date which is 5 years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 80 Companies Act 1985 or Section 551 Companies Act 2006,
- 2 for the purposes of article 22 of the Company's articles of association, the Company be authorised to issue A ordinary shares and B ordinary shares ranking pari passu in all respects,

- 3 the existing issued share capital of £1 00 being designated as an ordinary share of £1 00 be redesignated as one A ordinary share of £1 00

SPECIAL RESOLUTIONS

- 4 subject to the passing of resolution 1 above and in accordance with Section 570 Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in Section 560 Companies Act 2006) pursuant to the authority conferred by Resolution 1 above, as if Section 561(1) Companies Act 2006 did not apply to any such allotment, provided that this power shall
- 4 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £599, and
- 4 2 expire on the date which is 5 years from the date of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date) save 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,
- 5 the Company's articles of association be amended as follows
- 5 1 article 11(2) shall be deleted and replaced with "*The quorum for any directors' meeting shall be two, provided that at least one director appointed by a holder of A ordinary shares and at least one director appointed by a holder of B ordinary shares is always present* ",
- 5 2 article 13(1) shall be amended by deleting the word "*has*" and inserting in its place the words "*shall not have*"

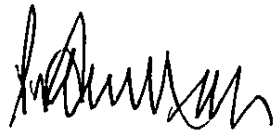
AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Ordinary Resolutions and Special Resolutions

The undersigned, being a person entitled to vote on the above resolutions on the circulation date hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolutions

NAME: MONTPELIER PROFESSIONAL LIMITED

SIGNATURE:



DATE: 24 9 2010

Notes:

You can choose to agree to all of the Ordinary Resolutions and Special Resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to all of 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

- 1 **BY HAND:** delivering the signed copy to Sanderson House, Station Road, Horsforth, Leeds, West Yorkshire, LS18 5NR,
- 2 **BY POST:** returning the signed copy by post to Sanderson House, Station Road, Horsforth, Leeds, West Yorkshire, LS18 5NR,

If you do not agree to the resolutions you do not need to do anything, you will not be deemed to agree if you do not reply

- 1 Once you have returned your agreement to the resolutions to the Company, you may not revoke your agreement
- 2 Where, by the date which is 28 days after the circulation date insufficient agreement has been received for the resolutions to pass, such resolutions will lapse. If you agree to all of the resolutions please ensure that your agreement reaches the Company on or before this date