

HASTINGS GROUP HOLDINGS LIMITED
(the *Company*)

WRITTEN MEMBER'S RESOLUTIONS

22 September 2015

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the articles of association of the Company, **WE**, being the members of the Company who would, at the date of these resolutions, be entitled to attend and vote at a general meeting of the Company, confirm and agree that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly we **RESOLVE**

SPECIAL RESOLUTION 1

- 1 **THAT**, the Company be re-registered as a public company by the name of Hastings Group Holdings plc, in accordance with section 90 of the Companies Act 2006 and the directors of the Company and the secretary of the Company are hereby authorised to take any and all steps, including the filing or publication of all the necessary notices, forms or returns to effect the re-registration of the Company

SPECIAL RESOLUTION 2

- 2 **THAT**, with immediate effect, the draft articles of association attached to these resolutions at Appendix A (the *New Articles*) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

SPECIAL RESOLUTION 3

- 3 **THAT**, with effect from admission of the Company's entire issued share capital to the premium listing segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of London Stock Exchange plc, the draft articles of association attached to these resolutions at Appendix B (the *Listed PLC Articles*) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the New Articles



Agreement

Please read the Notes at the end of this document before signifying your agreement to the resolutions

The undersigned being the members of the Company on the date of this document irrevocably agrees to the resolutions set out above

SIGNED by Anthony Leppard
for and on behalf of Hastings Nominees F Limited

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SIGNED by Anthony Leppard
for and on behalf of Hastings Nominees G Limited

)
) 

SIGNED by Anthony Leppard
as Attorney for Elian Employee Benefit Trust in its capacity
as trustee of the Hastings Direct Employee Benefit Trust

)
) 
)

SIGNED by _____
for and on behalf of Hastings Investco Limited

)
)

Agreement

Please read the Notes at the end of this document before signifying your agreement to the resolutions

The undersigned being the members of the Company on the date of this document irrevocably agrees to the resolutions set out above

SIGNED by Anthony Leppard)
for and on behalf of Hastings Nominees F Limited)

SIGNED by Anthony Leppard)
for and on behalf of Hastings Nominees G Limited)

SIGNED by Anthony Leppard)
as Attorney for Elian Employee Benefit Trust in its capacity)
as trustee of the Hastings Direct Employee Benefit Trust)

SIGNED by Keith Charlton)
for and on behalf of Hastings Investco Limited)



NOTES:

1. If you agree to 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 Constance Lee at Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to tonyleppard@hastingsinsurancegroup.com Please enter "Written resolutions relating to Re-registration" in the e-mail subject box

2 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

3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement

4 Unless, by the date that is 28 days from 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

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