

WRITTEN RESOLUTION

HOUSTON THORNTON & CO LIMITED

NI604220

The Companies Act 2006
A Company limited by shares

MONDAY



Written Resolution of Houston Thornton & Co Limited

Pursuant to Section 288 of the Companies Act 2006 (the Act) passed on 8th day of November 2010

We the undersigned members of the above named company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the company hereby resolve as follows


- 1 THAT pursuant to Section 551 of the Act the directors shall have power to allot
 - 1 1 65 Ordinary Shares of £1 00 each in the capital of the Company to Prestige Insurance Holdings Limited
 - 1 2 16 Ordinary Shares of £1 00 each in the capital of the Company to Geoff Houston
 - 1 3 9 Ordinary Shares of £1 00 each in the capital of the Company to Derek Houston
 - 1 4 7 Ordinary Shares of £1 00 each in the capital of the Company to Rodney Lilburn

such allotment to be completed by a date no later than 5 years from the date of this resolution

- 2 The provisions of Sections 561 and 562 of the Act do not apply to the allotments referred to above
- 3 The directors of the Company may proceed to allot the shares as set out in this resolution notwithstanding any conflict of interest they may have pursuant to Article 14 of the Company's Articles of Association
- 4 THAT the Company Secretary be directed to lodge copies of this resolution with the Companies Registry at the earliest possible date

Signed 

DERCK HOUSTON

Signed 

ROONEY LILBURN

Signed 

Geoff HOUSTON

Dated this 8th day of November

2010