

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

WILLIS FABER & DUMAS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Ten Trinity Square, London EC3P 3AX on Thursday 28 December 1989 at 2.15 pm the following resolutions were duly passed as Ordinary Resolutions:-

ORDINARY RESOLUTIONS

1. "THAT

- (a) the authorised share capital of the Company be increased from £1,000,000 to £5,000,000 by the creation of 4,000,000 new Ordinary shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the Company.
- (b) the Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot and issue from time to time and on such terms and conditions as they shall determine up to 4,000,000 Ordinary shares of £1 each during the period from the date of the passing of this Resolution up to and including 27 December 1994."

2. "THAT

the sum of £4,000,000 being part of the sum standing to the credit of the Company's profit and loss account, be capitalised and accordingly the Directors be and they are hereby authorised and directed to appropriate and apply the said sum in paying up in full 4,000,000 new Ordinary shares of £1 each in the capital of the Company, such sum to be appropriated as capital and to allot and distribute the 4,000,000 new shares, credited as fully paid, to and among the holders of the Ordinary shares of £1 each on the register at the close of business on 27 December 1989 in proportion to their respective holdings"


CHAIRMAN OF THE MEETING

DL27/21

