

Company No. 181116



THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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**RESOLUTIONS**

of

**WILLIS FABER & DUMAS LIMITED**

At an extraordinary general meeting of the Company held at Ten Trinity Square on 11 November 1998 the following resolutions were passed as Special Resolutions.

**SPECIAL RESOLUTIONS**

1. **THAT**, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance for the purpose of the acquisition by Trinity Acquisition plc ("**Trinity**") of all the issued shares in the capital of the Willis Corroon Group plc ("**Willis**") in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved.
2. **THAT** the execution, delivery and performance by the Company of an inter company loan agreement (the "**Inter-Company Loan Agreement**") between TA I Limited, TA II Limited, TA III Plc, Trinity, Willis Corroon Group Limited and certain of its other subsidiaries (each, including Willis Corroon Group Limited, a "**Subsidiary Lender**"), Willis Corroon Corporation and the Company pursuant to which the Company and the Subsidiary Lenders will agree to make loan facilities available (and procure that their subsidiaries from time to time make loan facilities) to Willis Corroon Group Limited, Willis Corroon Corporation and other companies which are group undertakings of Willis Corroon Group Limited in complying with their obligations under the various finances documents entered into in connection with the acquisition by Trinity of all of the issued shares in the capital of Willis (the "**Acquisition**") be approved, even though the execution, delivery and performance of this document constitutes financial assistance for the purpose of the Acquisition.
3. **THAT** the removal of a restriction on the guarantee executed by the Company on 29 October (the "**Senior Guarantee**") in favour of The Chase Manhattan Bank

("Chase") in respect of US\$125,000,000 of a revolving credit facility (the "**Revolving Credit Facility**") entered into pursuant to a credit agreement between Willis Corroon Corporation as borrower, Willis as guarantor, Trinity as guarantor and Chase as administrative agent dated 22 July 1998 as amended and restated on 1 September 1998, 25 September 1998 and further amended on 28 October 1998 (the "**Senior Credit Facility**") be approved so that the Senior Guarantee covers the whole of the Revolving Credit as well as a term loan facility in the sum of US\$450,000,000 (the "**Term Facility**") under the Senior Credit Facility even though such an extension constitutes financial assistance for the purpose of the Acquisition.

4. **THAT** the execution, delivery and performance by the Company of a subordinated guarantee (the "**Senior Subordinated Guarantee**") in respect of the obligations of its US associate company Willis Corroon Corporation (the "**Borrower**") under a subordinated long term bridge facility between Willis Corroon Corporation as borrower, Willis as a guarantor, the banks from time to time party thereto as lenders, Chase as administrative agent and others for a maximum principal amount of US\$575,000,000 (the "**Chase Long Term Bridge Loan**") required by the Borrower in order to make an intercompany loan to Trinity in order the Trinity may repay a promissory note in an amount of up to US\$575,000,000 due to Kohlberg, Kravis Roberts & Co. LP., be approved, even though the execution, delivery and performance of the Senior Subordinated Guarantee constitutes financial assistance for the purpose of Acquisition.
5. **THAT**, subject to compliance with sections 155 to 158 of the Act, the giving by Claims and Recovery Services Limited and Special Contingency Risks Limited (each a subsidiary of the Company) of financial assistance for the purpose of the Acquisition in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved.
6. **THAT**, the execution, delivery and performance by Claims and Recovery Services Limited and Special Contingency Risks Limited of the Inter-Company Loan Agreement, the Senior Subordinated Guarantee and the removal of the restriction on the Senior Guarantee be approved, although the execution, delivery and performance of the Inter-Company Loan Agreement, the Senior Subordinated Guarantee and the removal of the restriction on the Senior Guarantee constitutes finance assistance for the purpose of the Acquisition.



**CHAIRMAN**