

COMPANIES ACT 1985
(as amended)

COMPANY LIMITED BY SHARES

RESOLUTIONS

Of

WILLIS LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 24 November 2000, the following Resolutions were duly passed:

a) Increase in Capital

It was RESOLVED BY ORDINARY RESOLUTION that the authorised share capital of the Company be increased from £5 million to £105 million by the creation of 100 million new ordinary shares of £1 each to rank pari passu in all respects with the existing share capital.

It was RESOLVED BY ELECTIVE RESOLUTION that the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80(a) of the Companies Act (as amended) to allot and issue from time to time and on such terms and conditions as they shall determine up to 100 million ordinary shares of £1 each.

b) Memorandum of Association

It was RESOLVED BY SPECIAL RESOLUTION that the Memorandum of Association of the Company annexed hereto and initialled by the Chairman for the purposes of identification be and is hereby adopted as the Memorandum of Association if the Company is substitution to the existing memorandum of Association of the Company.

c) Articles of Association

It was RESOLVED BY SPECIAL RESOLUTION that the Articles of Association annexed hereto and initialled by the Chairman for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution to the existing Articles of Association of the Company.


CHAIRMAN

