

INSURANCE BROKERS

**HALL & CLARKE PLC ("the Company")**

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Company will be held at 2 County Gate, Staceys Street, Maidstone, Kent ME14 1ST

the 3rd day of August 2005 at 1.30 p.m. for the purpose of considering and, if thought fit, passing the following Resolutions as Special Resolutions:

**SPECIAL RESOLUTIONS**

1. THAT the Company be re-registered as a private company limited by shares under section 53 of the Companies Act 1985.
2. THAT the Company's Memorandum of Association be amended in the following manner:
  - a) by amending clause 1 of the Memorandum of Association to state the name of the Company as being Hall & Clarke Limited; and
  - b) by deleting clause 2 and the re-numbering of the remaining clauses.
3. THAT the Articles of Association of the Company be amended to state the name of the Company as being Hall & Clarke Limited.

DATED: 1<sup>st</sup> ~~3rd~~ August 2005

BY ORDER OF THE BOARD

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SECRETARY

**REGISTERED OFFICE:**

2 County Gate, Staceys Street, Maidstone, Kent, ME14 1ST

**NOTES:**



1. A shareholder entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend and vote in his place. A proxy need not be a member of the Company.

Company Number: 892968

THE COMPANIES ACT 1985 & 1989

A PUBLIC LIMITED COMPANY

SPECIAL RESOLUTIONS

- OF -

HALL & CLARKE INSURANCE BROKERS PLC ("the Company")

At an Extraordinary General Meeting of the Company duly convened and held at

on the <sup>3<sup>rd</sup></sup> day of ~~August~~ 2005 the following Resolutions were unanimously passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the Company be re-registered as a private company limited by shares under section 53 of the Companies Act 1985.
2. THAT the Company's Memorandum of Association be amended in the following manner:
  - a) by amending clause 1 of the Memorandum of Association to state the name of the Company as being Hall & Clarke Insurance Brokers Limited; and
  - b) by deleting clause 2 and the re-numbering of the remaining clauses.
3. THAT the Articles of Association of the Company be amended to state the name of the Company as being Hall & Clarke Insurance Brokers Limited.

DATED: <sup>3<sup>rd</sup></sup> August 2005

*[Signature]*

CHAIRMAN

