

COMPANY NUMBER: 1970491

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

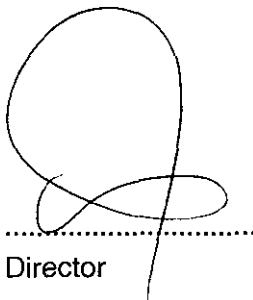
T. L. CLOWES (WARWICK) LIMITED

(Passed on 29 April 2002)

By written resolution signed by the undermentioned being the sole member for the time being of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the Company the following resolution was passed on the above date as a special resolution pursuant to Section 381A of the Companies Act 1985.

WRITTEN RESOLUTION

THAT in connection with the acquisition of the issued share capital of the T. L. Clowes (Insurance Services) Limited by Thompson Heath & Bond (Holdings) Limited and having considered the Statutory Declarations made by the directors of the Company, the Company be authorised to give financial assistance in respect of such acquisition by entering into a Composite Guarantee and Debenture Deed to be made between the Company, T. L. Clowes (Insurance Services) Limited, T. L. Clowes & Company Limited, Thompson Heath & Bond (Holdings) Limited, Thompson Heath & Bond Limited, Thompson Heath & Bond (Northern) Limited (1) and Lloyds TSB Bank Plc (2) and the Intra-Group Loan Agreement to be made between Thompson Heath & Bond (Holdings) Limited (1) and the Company, T. L. Clowes (Insurance Services) Limited, T. L. Clowes & Company Limited (2), the Company receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof.



Director

