

Company Number : 2890236

THE COMPANIES ACT 1985
AND THE COMPANIES ACT 1989
A COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RIXON MATTHEWS APLEYARD LIMITED
(the "Company")

(pursuant to Section 381A of the Companies Act 1985)

(Passed on the 18th day of January 2007)

We, the undersigned, being all the Members of the Company, hereby agree that the following Resolutions shall have effect as Special Resolutions of the Company in accordance with Section 381A of the Companies Act 1985 relates :-

SPECIAL RESOLUTIONS

1. THAT the giving of financial assistance under Section 155 of the Companies Act 1985 on the terms of a Statutory Declaration made by the Directors of the Company on the date on which this Resolution is passed (which Statutory Declaration having annexed thereto a report from the Auditors of the Company in compliance with Section 156 (4) of the said Act was, before the Written Resolution was signed, available for inspection by the Members) be and it is hereby approved notwithstanding any provisions of the Company's Memorandum & Articles of Association.
2. THAT the Company approves and consents to and ratifies the actions of the Directors of the Company in agreeing to, creating, granting, approving, executing and delivering the omnibus guarantee and set off agreement in favour of Lloyds TSB Bank plc of the indebtedness and obligations of its holding company ProActive Risk Group Limited and its associated companies, ProActive Risk Management Limited, Atkinson Smith Limited and Atkinson Smith Properties Limited in the form annexed hereto and the Debenture in favour of Lloyds TSB Bank Plc and in the form annexed hereto.

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ProActive Risk Group Limited

[Signature]

WEDNESDAY



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24/01/2007

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