

Company Number : 3329491

THE COMPANIES ACT 1985
WRITTEN RESOLUTIONS
OF
DUNCAN POCOCK (HOLDINGS) LIMITED
(the "Company")

PASSED ON 20 July 2004

We, the undersigned, being or representing all of the members of the Company entitled to receive notice of and to attend and to vote at general meetings of the Company in respect of the business referred to in the resolutions detailed below, hereby pass the following resolution as a written resolution which shall be valid and effective as if the same had been passed at a duly convened general meeting of the Company:

RESOLUTION

That the arrangement and the terms of the arrangement as set out in the agreement proposed to be made between (1) Byas Mosley UK Ltd (Company No.3711690) (the "Vendor") and (2) Duncan Pocock (Insurance Brokers) Limited (Company No. 814782) (the "Purchaser"), under the terms of which the Vendor would sell and transfer and the Purchaser would purchase the London Corporate business as carried on by the Vendor, are hereby authorised and approved under the terms of Section 320 of the Act.

Signed for and on behalf of The Folgate Broker Partnership Limited:

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Director

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Peter Dessent

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John Marshgreen

