

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

OF

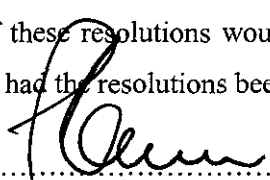
MIA GENERAL INSURANCE SERVICE MANAGERS LIMITED

("Company")

In accordance with section 381A of the Companies Act 1985, we **resolve**:

1. **THAT** subject to the passing of Resolution 2 below the authorised share capital of the Company be and is hereby increased from £1,000 to £150,000,000 by the creation of 149,999,000 Ordinary Shares of £1 each ranking pari passu with the Ordinary Shares of £1 each in the capital of the Company in issue at the passing of this Resolution.
2. **THAT** the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("**the 1985 Act**") to exercise all powers of the Company to allot as they in their absolute discretion consider fit up to 149,999,000 Ordinary Shares of £1 each provided that this authority shall expire on the fifth anniversary of the passing of this Resolution.
3. **THAT** the directors are empowered to allot the shares referred to in Resolution 2 above pursuant to the authority conferred by that Resolution and in accordance with the provisions contained in article 6 of the Company's articles of association adopted on 18 September 2000.
4. **THAT** the name of the Company be changed from "MIA General Insurance Service Managers Limited" to "Towergate Underwriting Group Limited".

Signed by, or by duly authorised representatives on behalf of, the sole member of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such meeting.

Signed: 
Towergate Underwriting Group Limited

Dated: 29 December 2003

