

Company Number 6652620

Aon Benfield Holdings Limited

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
BAKER & MCKENZIE LLP
BAKER & MCKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON EC4V 6JA

12 November 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Resolutions"):

1. ORDINARY RESOLUTIONS

- 1.1 THAT authorisation of any conflict of interest may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006.
- 1.2 THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any company which is a subsidiary or a holding company or a subsidiary of a holding company (as those terms are defined in section 736 of the Companies Act 1985) of the Company be and is hereby authorised and ratified.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

BY ORDER OF THE BOARD

Michael Heap
.....
M C Heap

Director



AGREEMENT

We THE UNDERSIGNED, being the sole member of the Company on 12 November 2008 HEREBY IRREVOCABLY AGREE to the Resolution.



E R C Cruttwell
duly authorised signatory
for and on behalf of
Aon UK Holdings Intermediaries Limited

Dated: 12th November 2008

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to yvonne.fisher@aon.co.uk
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 10 December 2008 sufficient agreement has been received for the Resolution to pass, it will lapse.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. A copy of this document was sent to the Company's auditors, Ernst & Young, on 12 November 2008.