

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MUNRO & FORSTER COMMUNICATIONS LIMITED

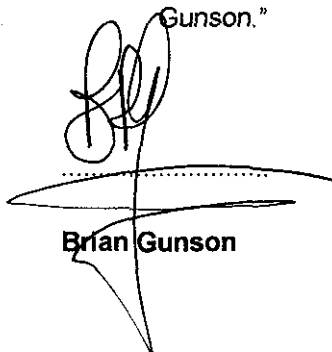
(the 'Company')

(Passed on [13 February] 2004)

I, the undersigned, being the holder of the entire issued share capital of the Company entitling the holder to attend and vote at general meetings of the Company **hereby resolve** in accordance with s381A Companies Act 1985 that the Articles of Association of the Company be amended as follows:

1. That paragraphs 11.3.1 to 11.3.1.4 inclusive of the Articles of Association be deleted and all subsequent paragraphs and references thereto in other paragraphs be consequentially renumbered.
2. That the first line of paragraph 11.3.1 (as renumbered) be amended to read "In these Articles (other than for the purposes of Article 12.3) the expression "the Prescribed Price"".
3. That paragraph 12.3 be amended on the fourth line to read "...Article 11 shall apply (save that the Prescribed Price shall mean the amount paid by the employee for the shares the subject of the Transfer Notice) and such shares...".
4. That a new paragraph 12.8 be inserted to read:

"The provisions of Article 12 shall not apply in relation to shares in the Company held by Brian Gunson."



Brian Gunson

