
THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

RIXON MATTHEWS APPLEYARD LIMITED
("the Company")

On 3rd September 2003 the following resolution was duly passed as a written resolution of the Company in accordance with section 381A and 381B Companies Act 1985 by the members of the Company who, at that date, was entitled to attend, and vote, at general meetings of the Company:-

1. **THAT** the existing clause "3(E)" of the Memorandum of Association be deleted and be replaced by the following:-

"3(E) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee either with or without the Company receiving any consideration or advantage and the performance of the liabilities and obligations of the repayment or payment of any moneys whatsoever by any person, firm or company, including (but not limited to):-

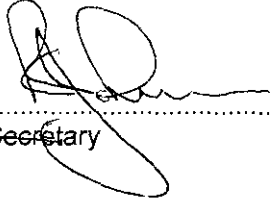
- (i) any liabilities and obligations whatsoever of, and the repayment or payment of any whatsoever by, any company which is for the time being or is likely to become the Company's holding company (as defined in section 736 of the Companies Act 1985) or a subsidiary (as defined by the said section 736) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business; and
- (ii) any liabilities or obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and
- (iii) the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities."

2. **THAT** the Company's wholly owned subsidiary, J Rixon Matthews and Appleyard Limited (Company Number: 893145) (the "**Subsidiary**") be authorised to give the financial assistance regarding:

- (i) (in connection with the acquisition of the whole of the issued share capital of the Company by Atkinson Smith Holdings Limited (the "**Buyer**")) described in the declaration on Form 155(6)(b) sworn by the directors of the Company in the form attached to this written resolution for the purposes of identification and to enter into the business sale agreement, the intra group loan agreement, the cross guarantee and debenture more particularly referred to in that declaration; and



- (ii) (in connection with the acquisition of the whole of the issued share capital of the Subsidiary by Lomarsh Limited) described in the declaration on Form 155(6)(b) sworn by the directors of the Company in the form attached to this written resolution for the purposes of identification and to enter into the business sale agreement, the intra group loan agreement, the cross guarantee and debenture more particularly referred to in the declaration.
3. THAT in connection with the acquisition of the whole of the issued share capital of the Company by the Buyer the giving of financial assistance by the Company for the acquisition of its own shares by the execution, delivery and performance by the Company of the various securities and facilities and by the giving effect to the following arrangements be and are hereby approved:
- (i) The execution, delivery and performance by the Company of:
- (a) A Cross Guarantee to be given by the Company to guarantee all obligations owed by the Buyer and of Atkinson Smith Financial Services Limited (Company Number: 4323903) to Barclays Bank plc ("the Bank");
 - (b) A CAS 2000 Master Agreement relating to a Composite Accounting Systems to be operated by the Bank with the Buyer, Atkinson Smith Financial Services Limited and the Company;
 - (c) A Composite Accounting System Overdraft Facility proposed to be given by the Bank to the Buyer and its subsidiaries;
 - (d) An agreement proposed to be made between J Rixon Matthews and Appleyard Limited (the "Seller") (1) and the Company (2) for the sale to the Company of the assets and undertaking of the Seller's business of general insurance brokers including an arrangement to leave outstanding the whole consideration for such sale;
 - (e) An intra group loan agreement evidencing the indebtedness of the Company to the Seller in respect of the consideration payable under the agreement referred to in paragraph (d) above which is to remain outstanding at completion of such sale;
- (ii) The payment by the Company or by the Buyer to the appropriate insurance company in respect of the premiums due for the keyman insurance policies insuring the lives of Jonathan Whiteley for £500,000, Ian Laycock for £400,000 and of John David Mutch and Rodney Stewart Johnson for £250,000 each.
4. THAT the giving of financial assistance referred to in resolutions 2 and 3 is in the best interests and to the commercial benefit of the Company.
5. THAT if all members of the Company entitled to vote do vote in favour of resolutions 2 and 3 the Company and the Subsidiary may each give the financial assistance authorised in resolutions 2 and 3 hereof before the expiry of the period of 8 weeks beginning with the day on which this Written Resolution is passed.


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Director/Secretary