

HILB ROGAL & HOBBS UK HOLDINGS LIMITED ('THE COMPANY')
(COMPANY NUMBER 6019027)

WRITTEN RESOLUTION OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
PASSED ON 20 SEPTEMBER 2018

The following written resolution having been duly proposed by the directors of the Company was duly passed by the Company as a special resolution.

SPECIAL RESOLUTION

- 1 **THAT** pursuant to section 641(1)(a) of the Companies Act 2006 (the "**2006 Act**"), the Company make a reduction of the issued share capital of the Company from £2,155,862 divided into 2,155,862 issued ordinary fully paid-up shares of £1 each, to £1 divided into 1 issued ordinary fully paid-up share of £1 by cancelling and extinguishing 2,155,861 ordinary shares of £1 each in the capital of the Company, by the Company cancelling its entire share premium account of £14,000,000 and by the Company cancelling its entire capital reserve of £20,000,000 (the "**Reduction of Capital**"), such Reduction of Capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the 2006 Act) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the 2006 Act, and the amount by which the share capital is so reduced be repaid to the holders of those shares

Signed


Director

for and on behalf of Hilb Rogal & Hobbs UK Holdings Limited

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21/09/2018

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