

Company Number: 6765477

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

BISHOP SKINNER CLIENT SERVICES LIMITED

Pursuant to Chapter 2 of part 13 of the Companies Act 2006

Passed on the 13 day of September 2010

We, the undersigned members of the above-named company (the "**Company**"), being all those members for the time being of the Company entitled to receive notice of and to attend and vote at a General Meeting of the Company, hereby resolve to pass by way of written resolution the following resolution to take effect as a special resolution of the Company pursuant to Chapter 2 of part 13 of the Companies Act 2006

- 1 1 **THAT** the entry into and performance by the Company of its obligations under each of the documents listed below (together the "**Documents**") which the Company is proposing to enter into (copies of such documents having been supplied to the members of the Company) be approved and confirmed as being in the best interests of the Company and promoting the success of the Company for the benefit of its members as a whole
- 1 1 1 an £80,000,000 term loan facility agreement originally dated 30 June 2006 and as amended and restated by the agreements dated 23 November 2007 and 28 October 2009, as amended by an amendment and waiver letter dated 8 July 2009 entered into between (1) Cullum Capital Ventures Limited as the Borrower and the Original Guarantor (2) the companies referred to as therein as the Other Obligors (one of which is the Company) (3) Bank of Scotland plc as the Mandated Lead Arranger (4) Bank of Scotland plc as Lender (5) Bank of Scotland plc as Agent and (6) Bank of Scotland plc as Security Trustee,
- 1 1 2 an intercreditor deed between (1) Certain Debtors (which may include the Company as the case may be) (2) Certain Senior Creditors (3) Certain Hedge Counterparties (4) Peter Geoffrey Cullum as PGC Creditor (5) Certain Intra-Group Creditors (which may include the Company as the case may be) (6) Certain Intra-Group Debtors (which may include the Company as the case may be) (7) Bank of Scotland plc as Security Trustee and (8) Bank of Scotland plc as Agent,
- 1 1 3 a deed of accession to an intra-group loan agreement dated 30 June 2006 between Cullum Capital Ventures Limited as the Borrower and the Companies listed in the schedule therein, and
- 1 1 4 a deed of accession to a debenture between (1) Bishop Skinner Acquisitions Limited, Bishop Skinner Insurance Brokers Holdings Limited, Bishop Skinner Insurance Brokers Limited and Bishop Skinner Client Services Limited (the "**Bishop Skinner Companies**") (2) Cullum Capital Ventures Limited (the "**Borrower**") and (3) Bank of Scotland plc ("**Security Trustee**") pursuant to

which the Company is required to be bound by all the covenants and agreements in a debenture dated 30 June 2006 and made between (1) the Borrower (2) the companies listed in Schedule 1 therein as the Chargors and (3) the Security Trustee

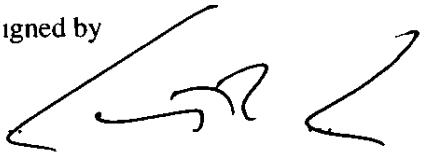
- 1 2 **THAT** the directors of the Company have authority to approve the terms of and the transactions contemplated by the Documents and any related document
- 1 3 **THAT** any act done or document executed pursuant to any of the above paragraphs of this resolution shall be valid, effective and binding on the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being suspended, waived, relaxed or abrogated by this resolution to the extent necessary to give effect to the above paragraphs of this resolution)
- 1 4 **THAT THIS RESOLUTION** shall have effect notwithstanding any provision of the Company's memorandum of association and articles of association

Copies of each of the Documents were available for inspection

Agreement to written resolution

Please read the explanatory notes at the end of this document before signifying your agreement to the contents

Signed by

A handwritten signature in black ink, consisting of a stylized 'S' followed by a large 'K' and a final flourish.

(Director) for and on behalf of BISHOP SKINNER INSURANCE BROKER HOLDINGS LIMITED

NOTES

- 1 If you agree to the resolutions contained herein please confirm your agreement by signing and dating this document where indicated below and returning it to the Company by using one of the following methods
 - By Hand by delivering the signed copy to the Company at 2 County Gate, Staceys Street, Maidstone, Kent, ME14 1ST marked for the attention of the Company Secretary,
 - By Post by returning the signed copy by post to the Company at 2 County Gate, Staceys Street, Maidstone, Kent, ME14 1ST marked for the attention of the Company Secretary,
 - By Fax by faxing the signed copy to [01622 606567] marked for the attention of the Company Secretary, or
 - By E-mail by attaching a scanned copy of the signed document to an email and sending it to sam.clark@towergate.co.uk Please enter "Written Resolution" in the e-mail subject box
- 2 If there are no resolutions you agree with, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date in accordance with section 297 of the Companies Act 2006
- 5 If you are signing on the behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document