

Company No: 9787086

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**Of**  
**MMC TREASURY HOLDINGS (UK) LIMITED**  
**(the "Company")**

In accordance with the Company's articles of association, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Special Resolution**")

**Special Resolution**

THAT:

- (i) The amount of USD300,000,000 standing to the credit of the share premium account of the Company be and it is hereby cancelled; and
- (ii) the amount derived from the cancellation will be released into the profit and loss account of the Company.

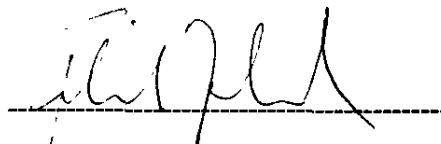
**Statutory Statement regarding signifying agreement and date by which resolution must be passed**

Please read the notes at the end of this document before signifying your agreement to the *Special Resolution*.

The undersigned, a person entitled to vote on the above resolution, hereby irrevocably agrees to the *Special Resolution*.

Signed for and on behalf of

**Marsh & McLennan Companies Finance  
Center (Luxembourg) Sarl**



Date

14<sup>th</sup> November 2016

