THIS VERSION OF THE SPECIAL RESOLUTION DATED 14TH NOVEMBER 2016 REPLACES AND AMENDS THE SPECIAL RESOLUTON ENTERED ON THE REGISTER OF MMC TREASURY HOLDINGS (UK) LIMITED AND REFLECTS THAT THE AMOUNT CREDITED TO THE SHARE PREMIUM ACCOUNT WAS IN US DOLLARS NOT GB STERLING AS PREVIOUSLY STATED

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.

<u>Statutory Statement regarding signifying agreement and date by which resolution must be passed</u>

Please read the noted 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

A022C261 A09 25/03/2017 COMPANIES HOUSE 14th November 2016