

WRITTEN RESOLUTION
Of
the Sole Member of

MACDONALD REID SCOTT GROUP LIMITED
(THE "COMPANY")

(Registered in Scotland under number SC227173)

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

Passed the 6th day of December 2012

Circulation Date: 6th December 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

THAT, the directors of the Company having on 3rd December made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced from £389,350 to £1 by cancelling 389,349 of the issued Ordinary Shares of £1 each in the capital of the Company.

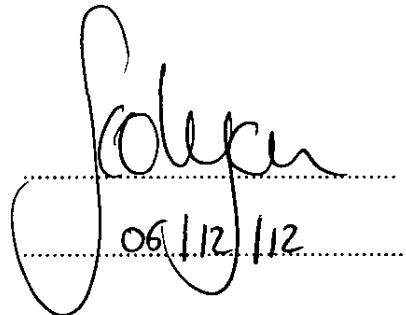
AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution:

Signed on behalf of
TOWERGATE RISK SOLUTIONS LIMITED

Date


06/12/12

2456

NOTES

If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods:

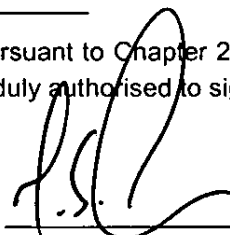
- By Hand: by delivering the signed copy to the Company at Towergate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent ME14 3EN FAO Company Secretary
- By Post: by returning the signed copy by post to the Company at Towergate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent ME14 3EN FAO Company Secretary
- By-Fax: by faxing the signed copy to 01622 357762 marked for the attention of Company Secretary
- By Email: by attaching a scanned copy of the signed document to an e-mail and sending it to sam.clark@towergate.co.uk Please enter "Written Resolution" in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

If not passed by 18th December 2012 the resolution will lapse.

The above Special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 6th December 2012, the signatory being duly authorised to sign the written resolution on behalf of the sole member of the Company.

A handwritten signature in black ink, appearing to be 'J.S.', written over a horizontal line.

[Chairman] [Secretary] [Director]