

Company No.1451456

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WILLIS CORROON GROUP SERVICES LIMITED

Incorporated 1 September 1978

(Adopted by Special Resolution passed on 28 October 1998)





**CERTIFICATE OF REGISTRATION
OF ORDER OF COURT AND MINUTE
ON
REDUCTION OF CAPITAL**

No.1451456

Whereas

WILLIS CORROON GROUP SERVICES LIMITED

having by Special Resolution reduced its capital as confirmed by an Order of the High Court of Justice, Chancery Division

dated the **8th December 1999**

Now therefore I hereby certify that the said Order and a Minute approved by the Court were registered pursuant to section 138 of the Companies Act, 1985, on the **14th December 1999**

Given under my hand at Companies House, Cardiff the **14th December 1999**

J J Lewis

An Authorised Officer

Registered number 1451456

COMPANIES ACT 1985
(as amended)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WILLIS CORROON GROUP SERVICES LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 16 November 1999, the following resolution was duly passed as a Special Resolution:

'That the issued share capital of the Company be and is hereby reduced from £100,000,000 divided into 100,000,000 ordinary shares of £1 each to £5,000,000 by cancelling and extinguishing 95,000,000 ordinary shares of £1 each registered in the name of Willis Faber Limited'.

Certified to be a true copy:

T M Warren
Secretary



THE COMPANIES ACTS 1985 AND 1989



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
WILLIS CORROON GROUP SERVICES LIMITED

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1. The name of the Company is "Willis Corroon Group Services Limited".
 2. The registered office of the Company will be situated in England and Wales.
 3. The objects for which the Company is established are:
 - (A) To carry on the business of insurance brokers and insurance agents and underwriting agents in all its branches.
 - (B) To act as Agents or Managers for any company, club, syndicate, association or for any broker or underwriter in connection with its or his insurance or underwriting business whatever the same may be carried on or any branch of the same and to enter into any agreement for such purpose with any such company, club, association, broker or underwriter.
 - (C) To act as an investment holding company and to co-ordinate the businesses and administration of any companies in which the Company is for the time being interested.
 - (D) To acquire (whether by original subscription, tender, purchase, exchange, underwriting or otherwise and whether conditionally or otherwise) shares of stocks, debentures, debenture stocks, bonds, obligations or any other securities issued or guaranteed by any other corporation constituted or carrying on business in any part of the world and whether or not engaged or concerned in the same or similar trades or occupations as those carried on by the Company or its subsidiary companies and the debentures, debenture stocks, bonds, obligations or any other security issued or guaranteed by any government, sovereign, ruler, commissioner, public body or authority, whether supreme, local or otherwise in any part of the world and whether such shares, stocks, debentures, debenture stocks, bonds, obligations or other securities are or are not fully paid up and to make payments thereon as called up or in advance of calls or otherwise

and to hold the same with a view to investment or to sell, exchange or otherwise dispose of same.

- (E) To carry on all or any of the businesses of investment fund managers, a General Partner of limited liability investment funds, advisers, arrangers, traders, dealers, market makers, brokers, clearers of equity in investments, derivatives and debt products of all types whether exchange traded or off exchange in any country.
- (F) To undertake and to carry on and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights and to transact any or every description of agency, commission, commercial, manufacturing, mercantile and financial business.
- (G) To purchase, take on lease or tenancy or otherwise acquire for any estate or interest and to take options over any property, real or personal or rights of any kind which may appear to be necessary or convenient for any business of the Company (in any part of the world) and to develop, turn to account and deal with the same in such manner as may be thought expedient.
- (H) To carry on a business as a general commercial company.
- (I) To carry on business as advisers and consultants on all problems relating to all types of commercial industrial and manufacturing undertakings and business.
- (J) To provide information advice and assistance on or in all matters incidental to or affecting safety welfare and training regulations and practice in industry and commerce generally, and in particular to the building industry.
- (K) To carry on business as manufacturers designers repairers and dealers in equipment *machinery appliances materials and supplies of any and every description.*
- (L) To carry on the business of management, personnel and business consultants and advisers, to employ, train and exploit the services of directors, executives, staff and personnel of all kinds, to act as advisers and consultants in trade development, efficiency technique, business, office and works management studies, public and personnel advertising, marketing, sales promotion, and product design in relation to all types of commercial and manufacturing undertakings and technical, economic and financial matters affecting commerce and industry, to perform all duties of a Secretarial nature, including direct mail services, typing, shorthand, duplicating, translating, instructing and advising on all matters of office equipment and supplies, to carry on a school or provide training in all branches of secretarial work; to carry on business as office system specialists, business system organisers, business transfer agents, publicity experts, consultants, agents and contractors, hire purchase financiers and consultants, industrial bankers, manufacturers, designers, repairers of and dealers in stationery, office equipment, machinery and appliances, materials and suppliers of every

description; to act as business managers, business contractors and representatives, rates adjusters, arbitrators, trustees and sureties, commission and general agents; and to arrange business and professional partnerships and to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with this Company.

- (M) To carry on either separately or in conjunction with one another all or any of the businesses of acting as agents or managers for any company, club, syndicate, association, or for any broker, insurance company or any individual underwriter in connection with its or his insurance or underwriting business or any branch of the same and to enter into any agreement for any of the purpose aforesaid with any such company, club, syndicate, association or for any broker, insurance company or underwriter; and in particular but without limiting the generality of the foregoing, to act as agents for the payment, transmission and collection of money and securities of any kind, for the management of property and for the preparation of tax returns and for the preparation and carrying through of income and capital gains tax claims, and generally to act as fiscal agents, transfer agents and paying agents.
- (N) To carry on business as providers of services of every and any kind intended to be of use to insurance companies and/or brokers and/or underwriters.
- (O) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, right of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (P) To purchase or otherwise acquire and undertake, wholly or in part for cash or shares or otherwise howsoever, all or any part of the business or property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (Q) To establish or promote or concur in establishing or promoting any company whose objects shall include the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be considered likely to advance directly or *indirectly the objects of this Company or the interests of its shareholders.*
- (R) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

- (S) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (T) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or co-operate in any way with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company.
- (U) To enter into any guarantee or contract of indemnity or suretyship, and to provide security, including, without limitation, the guarantee and provision of security for the performance of the obligations of and the payment of any money (including, without limitation, capital, principal, premiums, dividends, interest, commissions, charges, discount and any related costs or expenses whether on shares or other securities) by any person including, without limitation, any body corporate which is for the time being the Company's ultimate parent Company or holding company, the Company's subsidiary, a subsidiary of the Company's holding company or ultimate parent company or any person which is for the time being a member or otherwise has an interest in the Company or is associated with the Company in any business or venture, with or without the Company receiving any consideration or advantage (whether direct or indirect), and whether by personal covenant or mortgage, charge or lien over all or part of the company's undertaking, property, assets or uncalled capital (present and future) or by other means. For the purposes of paragraph (U) "guarantee" includes any obligation, however described, to pay, satisfy, provide funds for the payment or satisfaction of (including, without limitation, by advance of money, purchase of or subscription for shares or other securities and purchase of assets or services), indemnify against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness of any other person.
- (V) To draw, make, accept, endorse, negotiate, execute and issue and to discount, buy, sell and deal in promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (W) To receive from any person or persons, whether a member or members, Director or Directors, employee or employees of the Company or otherwise, or from any corporate body, money or securities on deposit at interest or for safe custody or otherwise.
- (X) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal in shares, stocks and securities of any other company, whether British or foreign, or of any country, state, dominion, colony or government.
- (Y) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares or stock of the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments.

- (Z) To sell, exchange, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes, and other rights over and in any manner deal with or dispose of the undertaking, property assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, whether fully or partly paid up, debentures, debenture stock or other obligations, or securities of any other company.
- (AA) To distribute among the members of the Company in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (BB) To remunerate the Directors, officials and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them.
- (CC) To take all necessary or proper steps in Parliament, or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, *and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company, or effecting any modification in the constitution of the Company, or furthering the interests of its members, and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its members.*
- (DD) To procure the registration or incorporation of the Company, in or under the laws of any place outside England.
- (EE) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers or employees of the Company, or of any other company in which the Company or any of the predecessors of the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees or any pension fund or employees' share scheme in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise of purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund or employees' share scheme and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability: for the purposes of this clause "subsidiary undertaking" shall have the same meaning as in the Companies Act 1985 (as modified or re-enacted from time to time).

to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.
5. The share capital of the Company is £100,000,000 divided into 100,000,000 ordinary shares of £1.00 each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Michael Richard Counsell 15 Pembroke Road Bristol BS99 7DX Commercial Manager	One
Christopher Charles Hadler 15 Pembroke Road Bristol BS99 7DX Commercial Manager	One

Dated this 18th June 1979

Witness to the above Signatures:

Dawn Bennett
15 Pembroke Road
Bristol BS99 7DX
Clerk