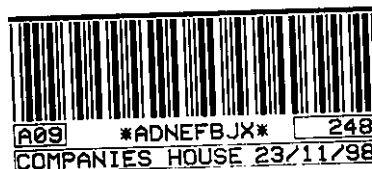


Company No. 1451456



THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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**RESOLUTIONS**

of

**WILLIS CORROON GROUP SERVICES LIMITED**

At an extraordinary general meeting of the Company held at Ten Trinity Square, London EC3P 3AX on 16 November 1998 resolutions 1, 2, 3, 4 and 5 were passed as Special Resolutions.

**SPECIAL RESOLUTIONS**

1. **THAT**, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance for the purpose of the acquisition by Trinity Acquisition plc ("**Trinity**") of all the issued shares in the capital of the Willis Corroon Group Limited ("**Willis**") in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved.
2. **THAT** the execution, delivery and performance by the Company of an inter company loan agreement (the "**Inter-Company Loan Agreement**") between TA I Limited, TA II Limited, TA III Plc, Trinity, Willis and certain of its other subsidiaries (each, including Willis, a "**Subsidiary Lender**"), Willis Corroon Corporation and the Company pursuant to which the Company and the subsidiary Lenders will agree to make loan facilities available (and procure that their subsidiaries from time to time make loan facilities) to Willis, Willis Corroon Corporation and other companies which are group undertakings of Willis in complying with their obligations under the various finances documents entered into in connection with the acquisition by Trinity of all of the issued shares in the capital of Willis (the "**Acquisition**") be approved, even though the execution, delivery and performance of this document constitutes financial assistance for the purpose of the Acquisition.
3. **THAT** the removal of a restriction on the guarantee executed by the Company on 29 October (the "**Senior Guarantee**") in favour of The Chase Manhattan Bank ("**Chase**")

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in respect of US\$125,000,000 of a revolving credit facility (the "**Revolving Credit Facility**") entered into pursuant to a credit agreement between Willis Corroon Corporation as borrower, Willis as guarantor, Trinity as guarantor and Chase as administrative agent dated 22 July 1998 as amended and restated on 1 September 1998, 25 September 1998 and further amended on 28 October 1998 (the "**Senior Credit Facility**") be approved so that the Senior Guarantee covers the whole of the Revolving Credit as well as a term loan facility in the sum of US\$450,000,000 (the "**Term Facility**") under the Senior Credit Facility even though such an extension constitutes financial assistance for the purpose of the Acquisition.

4. **THAT** the execution, delivery and performance by the Company of a subordinated guarantee (the "**Senior Subordinated Guarantee**") in respect of the obligations of its US associate company Willis Corroon Corporation (the "**Borrower**") under a subordinated long term bridge facility between Willis Corroon Corporation as borrower, Willis as a guarantor, the banks from time to time party thereto as lenders, Chase as administrative agent and others for a maximum principal amount of US\$575,000,000 (the "**Chase Long Term Bridge Loan**") required by the Borrower in order to make an intercompany loan to Trinity in order the Trinity may repay a promissory note in an amount of up to US\$575,000,000 due to Kohlberg, Kravis Roberts & Co. LP., be approved, even though the execution, delivery and performance of the Senior Subordinated Guarantee constitutes financial assistance for the purpose of Acquisition.
5. **THAT** a recapitalisation arrangement pursuant to which the Company will assign to Willis Faber Limited an inter-company debt of £500,000 owed by Willis Faber UK Group Limited ("**WFUK**") in exchange for the Company granting an inter-company loan of £500,000 to Willis Faber Limited (the "**Recapitalisation Package**") be approved even though the performance of the Recapitalisation Package may constituted financial assistance for the purpose of the Acquisition.

  
CHAIRMAN