WILLIS GROUP LIMITED
(Company number 00621757)
(the "Company")

WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

PASSED ON 4 October 2013

The following written resolution, having been duly proposed by the directors of the Company, was duly passed by the Company as a special resolution by the written resolution of its sole shareholder

SPECIAL RESOLUTION

THAT:

the amount credited to the share premium account of the Company, being USD 1,393,896,614 07, be reduced by USD 556,684,115 11 (the **"Reduction of Capital"**), and that such amount, being treated as a realised profit of the Company shall be added to the Company's existing reserves in order to create sufficient distributable reserves to declare a dividend to the Company's sole shareholder

Such Reduction of Capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006

Signed ______________________

Director

for and on behalf of Willis Group Limited

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