

**Intermediation Group Limited**

**Company number: 324576**

**MINUTES**

**Extraordinary General Meeting**

At an Extraordinary General Meeting held on the 12<sup>th</sup> December 2002 at 11.00am at the Claims Mediation Centre, in Gallery 54 of the Lloyds Buildings, 12 Leadenhall Street, London EC3V 1LP the following Resolutions were proposed and passed as Special Resolutions:

1. The authorised share capital be increased to £3,200,000 divided into 24,540,000 ordinary shares of 10p each, 45 million A shares of 1p each, 96,000 B shares of £1 each and 200,000 preference shares of £1 each;
2. The consolidation contained in resolutions 2 & 3 of the Extraordinary General Meeting held on 16<sup>th</sup> November 2001 was cancelled;
3. The share premium account of £429,651 be distributed to A shareholders by an issue of 42,965,100 shares;
4. The A shares of 1p each were consolidated into new ordinary shares of 10p in the ratio of one new ordinary 10p share for each ten 1p A shares held;
5. The B shares of £1 each were subdivided into new ordinary shares of 10p in the ratio of ten new 10p shares for each £1 B share held;
6. The Articles of Association attached and initialled by the Chair were amended as follows:
  - 6.1 to provide for an authorised share capital of £3,200,000 divided into 30,000,000 ordinary shares of 10p each, and 200,000 preference shares of £1 each;
  - 6.2 Article 1.4 on page 4 by deleting "1.5" and substituting "1.8";



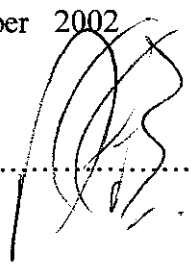
6.3 Article 1.5 on page 4 deleted in its entirety and the following articles numbered sequentially.

7. Authority was conferred upon the directors to issue 158,490 new ordinary 10p shares to previous A shareholders to eliminate the shortfall in shares to which they are entitled when there are adequate reserves to do so.

12<sup>th</sup> December 2002

Signature.....

Chair

A handwritten signature in black ink, consisting of several overlapping loops and a vertical stroke on the left side, positioned over the signature line.