

Company Number: 00000950

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE AND ORDINARY RESOLUTIONS

OF

CNA INSURANCE COMPANY LIMITED

Passed 23 JANUARY 2003

By written resolution of the sole member entitled to attend and vote at general meetings of the company, made on 23 JANUARY 2003 pursuant to article 15 of the company's articles of association, the following Resolutions were passed, that numbered 1 as an ELECTIVE RESOLUTION and that numbered 2 as an ORDINARY RESOLUTION:

ELECTIVE RESOLUTION

1. THAT:

- (i) in accordance with the provisions of Section 252 of the Companies Act 1985 (as amended) the Company does hereby dispense with the laying of Reports and Accounts before the Company in general meeting; and
- (ii) in accordance with Section 386 of the Companies Act 1985 (as amended) the company does hereby dispense with the obligation to appoint auditors annually.

ORDINARY RESOLUTION

2. THAT the directors of the Company be and are hereby authorised to fix the remuneration of the auditors for the accounting period ended 31 December 2002, and for all subsequent accounting periods ending before the elective resolution relating to the appointment of auditors shall have been revoked.

Signature *S.B.*

Company Secretary

Date 23.1.03

Note - Where the Resolution would, had it not been agreed to by all members, have been passed as a Special, Extraordinary or Elective Resolution, it must be filed, within 15 days after the date thereof.

