

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

CNA INSURANCE COMPANY LIMITED

(THE "COMPANY")

PROVIDED PURSUANT TO SECTION 382B(1) OF THE COMPANIES ACT 1985

Pursuant to section 382B(1) of the Companies Act 1985, the sole member of the Company has provided the Company with a written record of the following decision taken on 3 APRIL 2002, being a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting as a special resolution of the Company.

SPECIAL RESOLUTION

- (a) That the authorised share capital of the Company be increased to £100,000,000 by the creation of 5,000,000 shares of £10 each, ranking pari passu in all respects with the existing 5,000,000 shares in the capital of the Company and that clause 5 of the Memorandum of Association of the Company be altered accordingly;
- (b) That in accordance with section 80 of the Companies Act 1985, the directors be generally and unconditionally authorised, for the period commencing on and with effect from the date of the passing of this resolution and expiring on the fifth anniversary of that date to exercise all the Company's powers to allot up to 10,000,000 shares of £10 each in the capital of the Company; and
- (c) That the Articles of Association of the Company be and they are hereby altered by deleting Article 3 and substituting therefor the following new Article to be numbered 3, namely:

"The share capital of the Company is £100,000,000 divided into 10,000,000 ordinary shares of £10 each ranking pari passu in all respects."

Signed: _____

Date: _____

3 APRIL 2002

For and on behalf of

CNA Europe Holdings Limited

