

Company Number: 21487

**COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

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**ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**COMMERCIAL UNION ASSURANCE COMPANY plc**

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**Passed on 21 December 1994**

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 69 Park Lane, Croydon CR9 1BG on Wednesday 21 December 1994 the following resolutions were passed:-


**ORDINARY RESOLUTION**

That the authorised share capital of the Company be and is hereby increased from £172,133,649.25 to £182,133,649.25 by the creation of an additional 40 million Ordinary Shares of 25p each.

**SPECIAL RESOLUTION**

THAT the directors be and are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 ("CA 1985"), to allot and to make offers or agreements to allot relevant securities up to a maximum value of £10m to Commercial Union plc and, in accordance with Section 95(2) CA 1985, Section 89(1) CA 1985 shall not apply to such authority.

**CERTIFIED TO BE A TRUE EXTRACT**

  
Chairman of the Meeting

