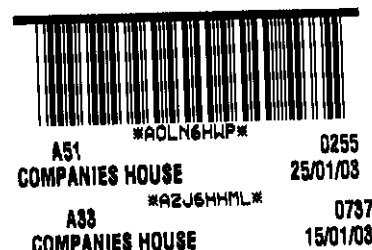


Company Number: 21487

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



ORDINARY AND SPECIAL RESOLUTIONS
OF
CGU INTERNATIONAL INSURANCE PLC

Passed on 31 December 2002

At an Extraordinary General Meeting of the above-named Company, duly convened and held at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolutions were duly passed as Ordinary and Special Resolutions of the Company:

Ordinary Resolution

THAT the authorised share capital of the Company be and is hereby increased from £1,176,406,736.75 to £1,426,406,736.75 by the creation of an additional 1,000,000,000 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 £1,426,406,736.75 such authority to expire on 31 December 2007. 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

A handwritten signature in black ink, appearing to read 'R. A. Whitaker', is written over a horizontal line.

R. A. WHITAKER
Secretary