"COMPANIES FORM No. 123

Notice of increase in nominal capital

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
hold block lettering

To the Registrar of Companies (Address overleaf)

For official use Company number 214867

Name of company

ASSURANCE COMPANY

* insert full name of company

UNION COMMERCIAL

§ the copy must be printed or in some other form approved by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 6 NOVEMBER 1997 the nominal capital of the company has been increased by £ 6,500,000 beyond the registered capital of £ 190,000,000

A copy of the resolution authorising the increase is attached.§ The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

RANKING IN ALL RESPECTS PARI PASSU WITH THE EXISTING SHARES OF 25 PENCE RACH IN THE CAPITAL OF THE COMPANY.

Insert Director. Secretary. Administrator. Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation = SERFIARY

Date 1/12/97

Please tick here if continued overleaf

Presentor's name address and reference (if any):

MRS. L. SPENCER SECRETARIAL ASSISTANT COMMERCIAL UNION plc 69 PARK LANE CROYDON CR9

For official Use General Section

Post room

COMPANIES HOUSE 02/12/97