COMPANIES ACT 1985

COMPANY LIMITED BY SENSES

ORDINARY RESOLUTIONS

QZ'

THE OCEAN MARINE INSURANCE COMPANY LINIVERS

Passed on 21 December 1998

At an EXTRAORDINARY GENERAL MEETING of the above-maned Company, duly convened and held at St Helen's, 1 Undershaft, London, EC3P 3DQ on Friday 21 Doccmbor 1990 tho following resolutions were passed as Ordinary Resolutions:

GRDINARY RESOLUTIONS

- THAT the authorised share capital of the Company be and to hereby increased 1. from £1.5m to £2m by the creation of an additional 20,000 ordinary sharps of £25 each.
- THAT, with effect from the passing of this recolution, the directors be and 2. are hereby authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities of a value of £0.5m to Commercial Union Accurance Company plc.

MR K N GRANT Chairman of the Meeting

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C WOODS

Deputy Secretary