

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ORDINARY RESOLUTIONS

OF

AXA INSURANCE UK plc

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(Passed on 15 December 2000)

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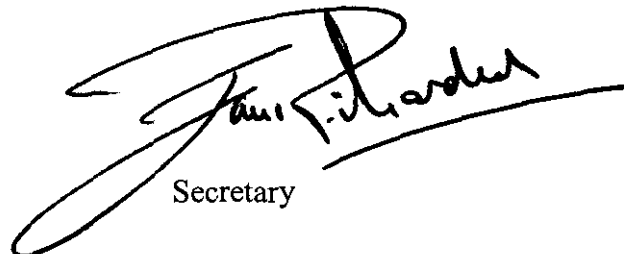
At an Extraordinary General Meeting of the members of the above named company held at 107 Cheapside, London, EC2V 6DU on 15 December 2000 the following resolutions were passed as Ordinary Resolutions:

Ordinary Resolution

THAT the authorised share capital of the Company be increased to £25,000,000 by the creation of 20,000,000 additional ordinary shares of 25 pence each.

Ordinary Resolution

THAT during the two months from the date of this resolution, the directors be generally and unconditionally authorised, pursuant to Section 80, Companies Act 1985, to allot up to 28,000,000 ordinary shares of 25 pence each.

  
Secretary

