

The Companies Act 1985

Company Limited by Shares

Company Number

99122

## SPECIAL RESOLUTION

### Norwich Union Insurance Limited

At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at:

8 Surrey Street, Norwich, NR1 3NG

on Monday 14 July 1997

the following SPECIAL RESOLUTIONS were duly passed, viz:-

#### Special Resolutions

1. "THAT Article 76 of the Company's Articles of Association be altered by deleting the existing clause and substituting a new clause as follows:-

Unless otherwise determined by ordinary resolution of the Company, the maximum number of directors (disregarding alternate directors) shall be 15."

2. "THAT Article 98 of the Company's Articles of Association be altered by deleting the existing clause and substituting a new clause as follows:-

The Directors shall meet for the despatch of business at least twice per annum and may adjourn and otherwise regulate their meetings as they think fit."

3. "THAT Article 99 of the Company's Articles of Association be altered by deleting the existing clause and substituting a new clause as follows:-

The quorum at any meeting shall be two Directors present and entitled to attend and vote."

Certified a true copy

Secretary

