

WOOLWICH LIFE ASSURANCE COMPANY LIMITED

Company Number 151731

COMPANIES ACT 1985

We, the undersigned, being all the members of the above Company for the time being, passed the following resolution as a Special Resolution pursuant to Section 381A of the Companies Act 1985 and all other powers in that behalf.

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by the deletion of Article 13 and the substitution of the following therefor:

"The maximum number of Directors shall be 7 or such other number as the Company may from time to time by Ordinary Resolution determine and the total number of "A" Directors shall at all times exceed the number of "B" Directors. The Directors as at 27 September 1990 shall be deemed to have been appointed under Article 15 by the holders of the "B" shares as "B" Directors. Regulation 64 shall not apply."

Signed
[name D. H. KIRKHAM],
duly authorised on behalf of
Woolwich Building Society

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[name BA WRIGHT],
duly authorised on behalf of
Sun Alliance and London Insurance plc

Dated 7th August 1991

