

**AVON INSURANCE plc**

**SPECIAL RESOLUTION**

**At an Extraordinary General Meeting of the above-named Company**

**held at the Royal Showground, Stoneleigh**

**on Monday, 30th June, 1997, the following**

**Special Resolution was passed:**

"THAT, until otherwise resolved, the minimum number of Directors of the Company specified in Article 91 of the Company's Articles of Association shall be reduced from five to four."

Certified a true copy



W E COOPER  
Company Secretary

11th July, 1997

31659

