

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

OF

ORION PERSONAL INSURANCES LIMITED

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(Passed on 3rd March 2003)

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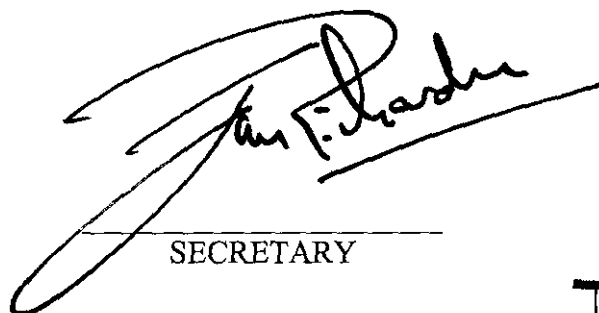
At an Extraordinary General Meeting of the members of the above named company held at 107 Cheapside, London, EC2V 6DU on Monday 3rd March 2003 the following resolution was passed as a Special Resolution:

Special Resolution

- a) The following be inserted as Article 20:

"All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to speak to and hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Meetings shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is."

- b) The existing Article 20 be renumbered Article 21.

  
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SECRETARY

