

THE COMPANIES ACT 1985
(As Amended)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION OF

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

Passed on 7th June 1993



At the Annual General Meeting of The British United Provident Association Limited, duly convened and held at The Savoy, Strand, London WC2, the following Special Resolution was duly passed:-

AMENDMENT TO THE ARTICLES OF ASSOCIATION

"That with effect from 7th June 1993, the Articles of Association be altered as follows:

- (i) by deleting Article 35 and substituting therefor the following new Article:

"35. Subject to the provisions of Article 55, the remuneration (including emoluments) of Governors (except the Chief Executive appointed in accordance with Article 37 and any other salaried employee of the Association who may be appointed or elected as a Governor) shall not exceed in aggregate the amount per annum determined from time to time by the Association in general meeting with power to the Association in general meeting from time to time to vary such remuneration. Such remuneration (or such part thereof as may be determined by the Board) shall be divided amongst the Governors (except as aforesaid) in such proportions and manner as the Governors may determine. Subject to any such determination, any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year."

- (ii) by deleting sub-Articles 58(1), (2), (3) and (6), and substituting therefor a new sub-Article 58(1) to read:

"the Board may appoint one of their number to be the Chairman and one of their number to be the Deputy Chairman of the Board and may at any time remove either of them from such office."

- (iii) by renumbering the existing sub-Articles 58(4) and (5) as sub-Articles 58(2) and 58(3) respectively.

- (iv) by inserting, immediately after Article 65(I) (with appropriate punctuation) a new Article 65(J) to read:

"Is requested to resign in writing by not less than three-quarters of the other Governors. In calculating the number of Governors who are required to make such a request to the Governor, there shall be excluded any person appointed as a Governor pursuant to Article 42".

- (v) by renumbering the existing Article 63 sub-Article 63(1) and by inserting immediately thereafter, the following new sub-Article 63(2):

"Without prejudice to the first sentence of Article 56, a meeting of the Board or of a Committee of the Board may consist of a conference between Governors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A Governor taking part in such conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly."

.....
Secretary