

No. 953475

The Companies Acts

SPECIAL RESOLUTION

of

SWISS REINSURANCE COMPANY UK LIMITED



Dated 30th November 1999

By written resolution of the sole member of the above named Company dated 30th November 1999 the following resolution was duly passed as a SPECIAL RESOLUTION :

1 THAT 25,000,000 ordinary shares of £1 each in the capital of the Company presently in issue be converted into 25,000,000 7 per cent non cumulative preference shares of £1 each having the rights and being subject to the restrictions set out in the Articles of Association as hereby amended.

2 THAT the following amendments be made to the Articles of Association:

2.1 Articles 2, 2A and 2B shall be deleted and replaced with the following:

2 "The share capital of the Company is £150,000,000 divided into 115,500,000 ordinary shares of £1 each, 8,000,000 10 per cent partly cumulative preference shares of £1 each (the "partly cumulative preference shares"), 25,000,000 7 per cent non cumulative preference shares of £1 each (the "non cumulative preference shares") and 1,500,000 redeemable deferred shares of £1 each, (the "redeemable deferred shares"). Such shares shall entitle the holders thereof to the respective rights and privileges subject to the respective restrictions and provisions hereinafter appearing:

A. Income

1 The profits of the Company available for distribution in respect of any accounting reference period and which the Directors may determine to distribute shall be applied:

- (i) first, in paying to the holders of the partly cumulative preference shares a first fixed cumulative preferential dividend at the rate of 5 per cent per annum (the

"cumulative preference dividend") on the amount paid up thereon together with any arrears or deficiency of the cumulative preference dividend;

- (ii) secondly, in paying
 - (a) to the holders of the non cumulative preference shares a fixed non cumulative dividend at the rate of 7 per cent per annum on the amount paid up thereon such dividend to be paid on 31 December in each year save that the first such payment in respect of each non cumulative preference share shall be made on a pro rata basis on 31 December 1999 from the date such shares were converted from ordinary shares up to and including such date; and
 - (b) to the holders of the partly cumulative preference shares a further non-cumulative dividend of 5 per cent per annum on the amount paid up thereon;
- (iii) thirdly, in paying the balance of such profits to the holders of the ordinary shares in proportion to the amount paid up on the ordinary shares held by such holders.

2 Any profits which the Company may determine to distribute by way of dividend on the partly cumulative preference shares in respect of any accounting reference period may be declared by the board of directors wholly or partly as either an interim dividend or as a final dividend or partly as one or partly as the other, at any time in the relevant accounting reference period of the Company or within twelve months of the end of the relevant accounting reference period.

3 The redeemable deferred shares shall not entitle the holders thereof to any right to participate in the profits of the Company.

B. Capital

On a return of capital whether on liquidation or otherwise (but except upon the redemption of the redeemable deferred shares), the assets of the Company available for distribution amongst the members shall be applied in the following order:

- (i) first, in paying to the holders of the partly cumulative preference shares and the non cumulative preference shares the amounts paid up or credited as paid up thereon together with a sum equal to the amount of any arrears or deficiency in the cumulative preference dividend, whether earned or

declared or not, calculated down to the date of the repayment of capital and a sum equal to any amount of non-cumulative preference dividend which has been declared but not paid;

- (ii) secondly, in paying to the holders of the ordinary shares the amounts paid up or credited as paid up thereon, together with a sum equal to any amount of dividend payable in respect of such shares which has been declared but not paid;
- (iii) thirdly, in paying to the holders of the redeemable deferred shares the amounts paid up or credited as paid up thereon;
- (iv) fourthly, the balance of such assets shall belong to and be distributed among the holders of the ordinary shares in proportion to the amount paid up or credited as paid up on such shares held by them respectively."

2.2 Article 2D shall be amended by the insertion of the words "partly cumulative preference shares, the non cumulative" between the words "Neither the" and "preference shares" in the first line.

Certified True Copy



S.D. Whatley
Company Secretary