

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
of
UK INSURANCE LIMITED ("the Company")

Passed 8 December 2000

By a Written Resolution of the above named Company duly passed on the above date, pursuant to section 381A of the Companies Act 1985 ("the Act") the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company as follows:

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be hereby increased from £40,000,000 divided into 44,000 Ordinary Shares of £1.00 each and 39,956,000 Preference Shares of £1.00 each to £100,000,000 divided into 40,000,000 Ordinary Shares of £1.00 each and 60,000,000 Preference Shares of £1.00 each by the creation of a further 39,956,000 Ordinary Shares of £1.00 each and 20,044,000 Preference Shares of £1.00 each.
2. **THAT** for the purposes of section 80 of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised to allot 14,999,000 Ordinary Shares of £1.00 each and 12,901,000 Preference Shares of £1.00 each provided that this authority shall expire five years after the passing of this Resolution unless previously renewed, revoked or varied in any way.

SPECIAL RESOLUTION

3. **THAT** the Directors (being generally authorised by the resolution numbered 2 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot 14,999,000 Ordinary Shares of £1.00 each and 12,901,000 Preference



Shares of £1 each in the capital of the Company and that the provisions of sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot provided that this authorisation shall expire five years after the passing of this Resolution.

A handwritten signature in black ink, appearing to read 'Z. A. L.', is written over a horizontal dotted line.

Chairman