



ECCLESIASTICAL INSURANCE GROUP PLC

Company No: 1718196

CERTIFIED COPY OF SPECIAL RESOLUTIONS PASSED ON 20TH JUNE 2006

At the Annual General Meeting of Ecclesiastical Insurance Group plc held at Beaufort House, Brunswick Road, Gloucester GL1 1JZ on Tuesday 20 June 2006 at 12:30pm, the following resolutions were passed as Special Resolutions:

- (A) THAT Article 167 in the Company's current Articles be replaced by a new Article 167 as follows:

"167

(a) Subject to the provisions of, and so far as may be permitted by the Statutes, but without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him from time to time (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the affairs of the Company or any associated company (but subject, in the case of funding expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under the provisions mentioned in Section 337A(2) of the Act, to a decision to fund pursuant to article 167 (c)).

(b) Subject to the provisions of, and so far as may be permitted by the Statutes, the directors may from time to time approve the purchase and maintenance of insurance by the Company for the benefit of any person who is or was at any time a director, other officer, or employee of the Company against any loss or liability or any expenditure he may incur, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise in relation to the Company or any associated company.

(c) Subject to the provisions of, and so far as may be permitted by the Statutes, the Company may provide any current or former director of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under the provisions mentioned in Section 337A(2) of the Act and may do anything to enable any such person to avoid incurring such expenditure and, for the purpose of this Article, the terms set out in Section 337A(4) of the Act shall apply as if references to "director" include references to a former director.

(d) In this Article "associated company" has the same meaning as in section 309A of the Act.

(e) Regulation 118 in Table A shall not apply to the Company.

(f) This Article 167 shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article 167, or any part of it, to be treated as void under the Statutes."

(B) THAT Article 101(F) of the Company's Articles of Association be amended by the addition of the following paragraph (ix) after the existing paragraph (viii):

"(ix) indemnities in favour of one or more current or former directors and/or the funding of expenditure by one or more current or former directors in defending proceedings against them and/or doing anything to enable such current or former director or directors to avoid incurring such expenditure."

For and on behalf of
Ecclesiastical Insurance Group plc



R J Hall
Company Secretary