

COMPANIES ACT 1985

DIRECT LINE INSURANCE plc

ORDINARY RESOLUTIONS PASSED AT AN EXTRAORDINARY GENERAL MEETING
HELD 31ST MARCH 1994

At an Extraordinary General Meeting of the Company duly convened and held at Direct Line House, 3 Edridge Road, Croydon, Surrey CR9 1AG on 31st March 1994 the following resolutions were passed as ordinary resolutions:

1. That the share capital of the Company be increased from £140,000,000 to £155,000,000 by the creation of 15,000,000 new shares each ranking in all respects pari passu with the 140,000,000 existing shares of £1 each in the capital of the Company.
2. That the directors be unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot the shares in the authorised share capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof.


Secretary

