

COMPANY NO. 1837277

SHAREHOLDERS' RESOLUTIONS IN WRITING

NFU Mutual Unit Managers Limited

We the undersigned, all the shareholders for the time being of NFU Mutual Unit Managers Limited hereby :-

1. RESOLVE that the Company's Articles of Association be amended as follows:-

In Article 2 (regulations of Table A which do not apply to the Company) there shall be inserted, after "88", "89-92 inclusive"

2. ELECTIVELY RESOLVE:-

a) pursuant to Section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the company in general meeting

b) pursuant to section 366A of the Companies Act 1985, to dispense with the holding of annual general meetings

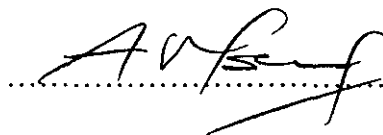
c) pursuant to Section 386 of the Companies Act 1985, to dispense with the obligation to appoint auditors annually.

Dated: 21st August, 2000

Signed



.....W.E.COOPER
Secretary for and on behalf of
NFU Mutual Management Co Limited



..... A S YOUNG

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