The Companies Act 1985 Company Limited by Shares

SPECIAL RESOLUTION

Pursuant to Section 378(2) of the Companies Act 1985

Company Number

2129286

St Stephen's Policies Limited

At a meeting of all the members of the above named Company, held pursuant to Section 381A of the Companies Act 1985

on 23 December 1996

the following SPECIAL RESOLUTION was duly passed, viz:-

"That the existing Memorandum and Articles of the Company be replaced by those marked 'A', a tached hereto."

Signed Makeur

Position_

NOTE To be filed within 15 days of the passing of the special resolution

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Secretary