

Company No: 2180195

COMPANIES ACT 1985

ORDINARY RESOLUTIONS

of

COMMERCIAL UNION HOLDINGS (FRANCE) LIMITED

Passed on 4 October 1994

At an Extraordinary General Meeting of the sole Member of the above-named Company, duly convened on Tuesday 4 October 1994 at 69 Park Lane, Croydon CR9 1BG, the following resolutions were duly passed as ORDINARY RESOLUTIONS:-

1. THAT the authorised share capital of the Company be and is hereby increased from £100 to £350m by the creation of an additional 349,999,900 Ordinary Shares of £1 each.
2. THAT the directors be and are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot and to make offers or agreements to allot relevant securities up to a maximum of £349,999,980 to Commercial Union Assurance Company plc.

CERTIFIED TO BE A TRUE EXTRACT



CHAIRMAN OF THE MEETING

