

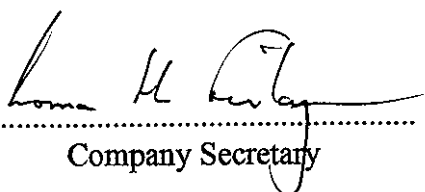
COMPANIES ACT 1985

DIRECT LINE FINANCIAL SERVICES LIMITED

**ORDINARY RESOLUTIONS PASSED
AT AN EXTRAORDINARY GENERAL MEETING
HELD ON 22ND SEPTEMBER 1998**

At an Extraordinary General Meeting of the Company duly convened and held at 3 Edridge Road, Croydon, Surrey, CR9 1AG on 22nd September 1998 the following resolutions were passed as ordinary resolutions.

1. That the share capital of the Company be increased from £79,000,000 to £83,000,000 by the creation of 4,000,000 new shares each ranking in all respects pari passu with the 79,000,000 existing shares of £1 each of 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.


.....
Company Secretary

