

Company Number 2199286

COMPANIES ACT 1985, 1985

DIRECT LINE LIFE INSURANCE SERVICES LIMITED

RESOLUTIONS PASSED AT AN EXTRAORDINARY GENERAL MEETING
HELD 17th MAY, 1994

At an Extraordinary General Meeting of the Company duly convened and held at Direct Line House, 3 Edridge Road, Croydon on 17th May, 1994 the following resolutions were passed:

Ordinary Resolutions

1. That the share capital of the Company be increased from £100 to £20,000,000 by the creation of 19,999,900 new shares each ranking in all respects pari passu with the 100 existing shares of £1 each in the capital of the company.
2. That the directors are 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

MPSykes

MANDY P. SYKES



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A13|RECEIPT DATE:02/06/94