

**COMPANIES ACT 1985**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTION**

**- of -**

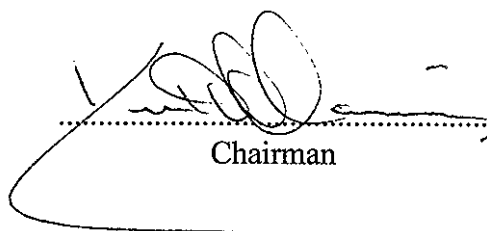
**LOMBARD INSURANCE GROUP plc**

At an Extraordinary General Meeting of the Company held at Eastwell Manor Hotel, Eastwell Park, Boughton Lees, Ashford, Kent on 28th November, 1996, the following Resolution was passed as a Special Resolution:-

**SPECIAL RESOLUTION**

THAT:-

- (1) The Company be re-registered as a private company pursuant to Section 53 of the Companies Act 1985 with the name "Lombard Insurance Group Limited".
- (2) The Memorandum of Association of the Company be modified by the deletion of Clauses 1 and 2 thereof and the substitution therefor of the following Clauses:-
  - "1. The name of the Company is Lombard Insurance Group Limited.
  2. The Company is to be a private company."
- (3) The Regulations contained in the printed document submitted to this Meeting marked "A", and for the purpose of identification signed by the Chairman of the Meeting, be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

  
Chairman



28th November, 1996

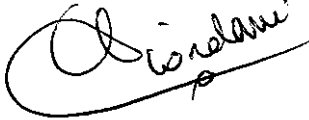
**DEED OF UNDERTAKING**

We the undersigned being all of the Shareholders in LOMBARD INSURANCE GROUP plc (the "Company") undertake not to apply to the Court for the cancellation of the Special Resolution dated 28th November, 1996 which resolves to re-register the Company as a private company pursuant to Section 53 of the Companies Act 1985 with the name LOMBARD INSURANCE GROUP LIMITED.

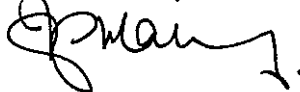
IN WITNESS whereof this deed has been executed by the parties hereto and it intended to be and is hereby delivered on the date first above written.

EXECUTED as a Deed by )  
GROUPAMA (UK) plc acting by )  
)

Director




Director/Secretary



EXECUTED as a Deed by )  
LOMBARD GROUP SERVICES LTD. acting by )  
)

Director



Director/Secretary

