

Company Number 2974694



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

OPENFIRM LIMITED

(Changing to NISSAN LLOYD'S UNDERWRITING LIMITED)

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Passed the 26th day of October 1994

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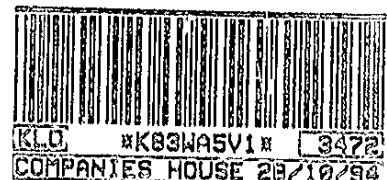
AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolutions were duly passed as special resolutions of the company as specified:-

SPECIAL RESOLUTIONS

- 1 THAT the name of the Company be changed to "Nissan Lloyd's Underwriting Limited".
- 2 THAT the memorandum of association of the Company be and is hereby amended by:
  - 2.1 the deletion of existing paragraphs 3(i) and (ii) (but not paragraphs 3(ii)(a)-(w) inclusive) and the substitution therefor of a new paragraph in the following form:

"3(a) To carry on the business of underwriting of any type of insurance and reinsurance business as a corporate member of the Society incorporated by the Lloyd's Act 1871

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known by the name of Lloyd's ("Lloyd's"), to observe and carry out all the requirements from time to time of the Council of Lloyd's in relation to such business, to manage the investments comprising its funds at Lloyd's and cash resources, to enter into, perform and enforce agreements with managing agents, members' agents and licenced Lloyd's advisers and to negotiate remuneration in connection therewith, to pay or have paid, satisfy or compromise any claims made against the Company in respect of any policies or contracts granted by or dealt in or entered into or guaranteed or insured or reinsured by the Company which claims the Company may deem it expedient to pay, satisfy or compromise, to hedge its foreign exchange exposures, to take out stop-loss insurance, to carry out research and analysis in relation to syndicates at Lloyd's and to carry on any other activity which may be incidental to, or necessary or desirable in relation to the underwriting of any kind of insurance and reinsurance business as a corporate member of Lloyd's.";

2.2 the re-lettering of existing paragraphs 3(ii)(a)-(w) inclusive as paragraphs 3(b)-(x) inclusive; and

2.3 the deletion of paragraph 1 of clause 3 and the substitution therefor of the following:

"(1) The objects specified in paragraphs (b) to (x) of this clause shall be regarded as objects which are ancillary to the main object set out in paragraph (a) and shall be limited and restricted by reference to or inference from the terms of paragraph (a). However none of these paragraphs (b) to (x) or the objects or powers specified or conferred in or by them are deemed subsidiary or ancillary to the objects or powers mentioned in any other of these paragraphs (b) to (x)."

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THAT the draft regulations produced to the meeting and signed by the chairman of the board for identification purposes be and are adopted by the Company as new articles of association in substitution for the existing articles of association.



CHAIRMAN

We hereby certify this to be  
a true copy of the original

*Berwin Leighton.*

Berwin Leighton,  
Adelaide House,  
London Bridge,  
London, EC4R 9HA.

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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2974694

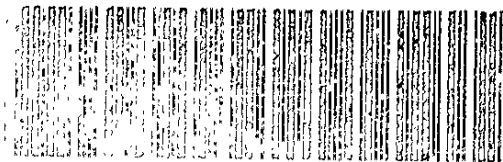
The Registrar of Companies for England and Wales hereby certifies that

OPENFIRM LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

NISSAN LLOYD'S UNDERWRITING LIMITED

Given at Companies House, London, the 28th October 1994



2974694

*L. Mills*

MRS L. MILLS  
For The Registrar Of Companies



COMPANIES HOUSE