

HIGHWAY INSURANCE HOLDINGS PLC

COMPANY NO. 2998217

**SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING
OF THE COMPANY ON 21 MAY 2003**

That the Company be and is hereby granted general and unconditional authority to make market purchases (as defined in section 163 of the Companies Act 1985) of any of its ordinary shares on such terms and in such manner as the directors of the Company may from time to time determine provided that the general authority conferred by this resolution shall:

- (i) be limited to 20,161,531 ordinary 20p shares;
- (ii) not permit the payment per share of more than 5% above the average of the middle market quotations of an ordinary 20p share of the Company on the London Stock Exchange Daily Official List for the five business days immediately prior to the date of purchase or less than 20p (in each case exclusive of advance corporation tax payable (if any) and expenses); and
- (iii) expire at the conclusion of the Annual General Meeting of the Company held in 2004 (except in relation to the purchase of shares the contract for which was concluded before the expiry of the said period and which might be executed wholly or partly after such date).

