

15 - 12 - 95

No. 3087634

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
LANGDON ENTERPRISES LIMITED



At an Extraordinary General Meeting of the Company held at Sveavagen 44, Stockholm, Sweden on 5 December 1995 at 10 a.m./p.m. the following Resolutions were passed as to which Resolutions 1 and 2 were passed as Ordinary Resolutions and Resolutions 3 to 5 were passed as Special Resolutions.

Ordinary Resolutions

1. THAT the authorised share capital of the Company be increased from £1,000 to £500,000,000 by the creation of 499,999,000 new Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares of £1 each.
2. THAT the Directors be and they are hereby generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of the said Section 80) of the Company up to an aggregate nominal amount of £500,000,000 provided that this authority shall expire five years from the date of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall supersede all previous authorities conferred upon the Directors pursuant to the said Section 80, which authorities are hereby revoked.

Special Resolutions

3. THAT the name of the Company be changed to "Skandia (UK) Holdings Limited".
4. THAT the Memorandum of Association of the Company be altered with respect to its objects, by the inclusion of a new Clause 3.2 (and the subsequent clauses renumbered) of which a draft has been produced to the Meeting and for the purpose of identification has been initialled by a Director of the Company.
5. THAT the Regulations contained in the printed document produced to the Meeting and for the purpose of identification initialled by a Director of the Company, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all previous Articles of Association.


CHAIRMAN

PRESENTED BY:-

Ashurst Morris Crisp

Handwritten:
Hambros Bank 000722
clw 12/12/95
JME 9/12/95

