

**WRITTEN RESOLUTION OF
OF
CLERICAL MEDICAL INVESTMENT GROUP LIMITED
("the Company")**

**Registered Office
33 Old Broad Street
London
EC2N 1HZ**

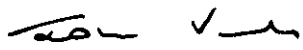
Registered in England and Wales No. 3196171

We the undersigned, being all the members of the above Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT IS HEREBY RESOLVED that:

1. the authorised Share Capital of the Company be increased to £1,709,000,000 by the creation of 600,000,000 ordinary shares of £1 each to rank pari passu with the existing share capital of the Company.
2. the Directors of the Company be authorised to allot at such times and from time to time as Directors may in their absolute discretion decide not more than 600,000,000 Ordinary Shares of £1 each to Clerical Medical Investment Group (Holdings) Limited or to such other person, firm or company as Clerical Medical Investment Group (Holdings) Limited may direct before the expiry of five calendar years from the date of the passing of this resolution.
3. section 89 of the Companies Act 1985 be disapplied in relation to any allotment of shares of the Company pursuant to the above resolution, up to a value of £600,000,000 at any time and to any person before the expiry of five calendar years from the date of the passing of this resolution.
4. the Secretary of the Company be instructed to file any return of the allotment and resolutions passed which require to be filed with the Registrar of Companies.

Signed:


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For and on behalf of Clerical Medical Investment Group
(Holdings) Limited

Dated: 8 July 2002

