

THE COMPANIES ACTS 1985 AND 1989

03196171

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CLERICAL MEDICAL INVESTMENT GROUP LIMITED

We the undersigned, being the sole member of the above Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby 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 £950,000,000 by the creation of 300,000,000 ordinary shares of £1 each to rank pari passu with the existing share capital of the Company.
2. all and any previously existing authorities to allot shares in the Company granted to the Directors be and are hereby revoked.
3. 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 300,000,000. 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.
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



Director, for and on behalf of Clerical Medical
Investment Group (Holdings) Limited

27 February 2001

