

No: 3400222

THE COMPANIES ACT 1985 AND 1989

PUBLIC LIMITED COMPANY

**SPECIAL RESOLUTION
OF
GREENWICH INSURANCE HOLDINGS PLC**

PASSED 30TH OCTOBER 1998

At an extraordinary general meeting of the above-named company duly convened and held on 30th day of October, 1998, the following resolution was duly passed as a resolution of the Company:

SPECIAL RESOLUTION

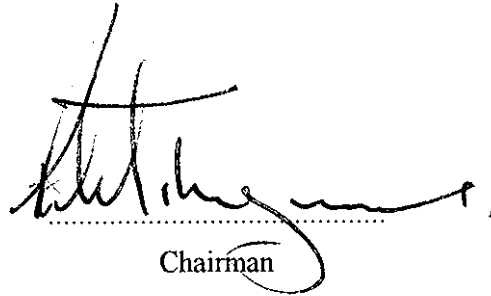
THAT subject to the passing of the extraordinary resolutions to be proposed at separate meetings of holders of "A" convertible unsecured loan stock and "B" convertible unsecured loan stock of the Company:

- (A) the authorised share capital of the Company be:
- (i) increased by £625,000 by the creation of 1,250,000 non-voting participating convertible redeemable preference shares of 50 pence each, having the rights and being subject to the conditions set out in new Article 5 of the Articles of Association of the Company as adopted pursuant to paragraph (D) of this resolution; and
 - (ii) diminished by £50,000 by the cancellation of 100,000 redeemable ordinary shares of 50 pence each;



- (B) in addition to the authority given to them pursuant to paragraph (A) of the Special Resolution of the Company passed on 26th June, 1998 (the "Existing Authority"), the directors be generally authorised pursuant to Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £65,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 26th September, 1999, or at the conclusion of the second annual general meeting of the Company, whichever first occurs, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement;
- (C) in addition to the authority given to them pursuant to paragraph (B) of the Special Resolution of the Company passed on 26th June, 1998, the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) pursuant to the existing authority and the authority conferred by paragraph (B) of this resolution as if Section 89(1) of the Act did not apply to the allotment. This power:
- (i) expires on 26th September, 1998, or at the conclusion of the second annual general meeting of the Company, whichever first occurs, but the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authority and the directors may allot equity securities in pursuant to that offer or agreement; and
 - (ii) is limited to:
 - (a) the allotment for cash of equity securities up to a nominal amount of £1,375,000 in connection with a subscription of securities to be made by Strand Associates Limited (as more particularly described in the circular from the Company to its shareholders dated 6th October, 1998);
 - (b) allotments of equity securities otherwise than pursuant to sub-paragraph (a) up to an aggregate nominal amount of £5,000,000.

- (D) Articles 4 and 5 of the Articles of Association of the Company be altered by deleting them in their entirety, replacing such Articles with new Articles 4 and 5 in the form produced to the meeting and initialled by the Chairman for the purposes of identification.



Chairman