

Company No: 3456361

THE COMPANIES ACTS 1985 and 1989

PUBLIC COMPANY LIMITED BY SHARES

Ordinary and Special Resolutions of
OLD MUTUAL FINANCIAL SERVICES (UK) PLC

The following Resolutions were passed as an Ordinary Resolution and a Special Resolution respectively at an Extraordinary General Meeting of the Company duly convened and held on 18 August 2000:

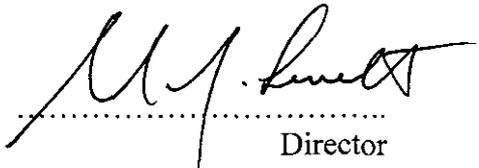
Ordinary resolution

1. **That** the Directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied, save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Special resolution

2. **That** the Directors be empowered pursuant to Section 95 of the Companies Act 1985 to allot or agree to allot equity securities pursuant to the authority conferred by resolution 1. above as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that the Company may make an offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after this authority had expired and the Directors may allot equity securities in pursuance of any such offer or agreement. For the purposes of this resolution the expressions "equity securities" and "allot" shall bear the meanings given to them in Section 94 of the Companies Act 1985.




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Director