

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

ASSERTA HOME LIMITED

CGNU WM Limited being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, **RESOLVES**, in accordance with section 381A of the Companies Act 1985, to pass the following written resolutions:

1. THAT the 100 ordinary shares of £1 each be and are hereby subdivided and redesignated into 10,000 "A" Ordinary Shares of 1p each, having the class rights set out in resolution 4 below.
2. THAT the Company's authorised share capital be increased to £40,000,000 by the creation of:

64,990,000 "A" Ordinary Shares of 1p each ("A" Shares);

35,000,000 "B" Ordinary Shares of 1p each ("B" Shares);

39,000,000 "C" Cumulative Redeemable Preference Shares of £1 each ("C" Shares);

each having the rights set out in resolution 4 below.
3. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £40,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 5 years from the date of this resolution but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.
4. THAT the Company's articles of association be altered by deleting reference to Regulation 3 of Table A in Article 2 and deleting article 5(b) and adopting a new clause 5A in the form of the annexed draft, initialled by the chairman for the purpose of identification.

SIGNATURE:

A handwritten signature in black ink, appearing to be 'NAR' followed by a stylized flourish, written over a horizontal line.

For and on behalf of CGNU WM LIMITED

DATE:

A handwritten date '24 July 2000' in black ink, written over a horizontal line.