

Company Number: 8140

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

CGU BONUS LIMITED

Passed on 24 May 2002

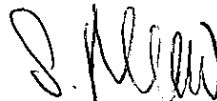
At an Extraordinary General Meeting of the above-named Company, duly convened and held at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolutions were duly passed as Elective Resolutions of the Company:

Elective Resolutions

THAT in accordance with Section 379A of the Act with respect to the year ending 31 December 2001 and all subsequent years until this resolution is revoked:

- (a) to apply the provisions of Section 80A of the Act in relation to the giving or renewal of an authority to allot shares to allow the usual time limit of five years to be exceeded.
- (b) pursuant to Section 252 of the Act, to dispense with the laying of the Directors' Report and Accounts before the Company in general meeting
- (c) pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings
- (d) pursuant to Section 369(4) and 378(3) of the Act, to reduce, from 95 per cent of the class to not less than 90 per cent, the percentage of shares required to be held by persons agreeing to an extraordinary general meeting (or to a resolution being passed as a special resolution) on short notice.
- (e) pursuant to Section 386 of the Act, to dispense with the appointment of auditors annually.

Certified to be a true extract



Authorised Signatory
For and on behalf of
CGNU Company Secretarial Services Limited
Secretary

