

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

ROYAL SCOTTISH ASSURANCE plc


(Registered No. 119820)

PASSED ON 15 May 2000

At an Extraordinary General Meeting of the Company duly convened and held at 42 St Andrew Square, Edinburgh on the 15th day of May 2000 at 11.35 the following resolutions were passed as special resolutions of the Company:-

SPECIAL RESOLUTIONS

1. That the share capital of the company be increased from £152,000,000 to £172,000,000 by the creation of 20,000,000 'C' Ordinary Shares of £1 each, ranking *pari pasu* with the existing 'C' Ordinary Shares, each having the rights attributable thereto in the Articles of Association of the Company.
2. That the Directors are unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot all 'C' Ordinary Shares of £1 each, authorised but remaining unissued at the time of passing of this resolution at any time or times during the period of five years from the date of passing of this resolution.


.....
Secretary

