

No: 354568

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

OF

BISHOPSGATE INSURANCE LIMITED

Passed 23rd December 1991

At an Extraordinary General Meeting of the Company held at Bishopsgate House, Tollgate, Eastleigh, on 23rd December 1991 the following was duly passed as an Ordinary Resolution:

1. the Authorised Share Capital of the Company be increased to £27,239,975 by the creation of 7,239,975 Ordinary Shares of £1.00 each ranking pari passu in all respects with the existing Ordinary shares in the Authorised Capital of the Company.
2. Directors of the Company be and they are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot 12,000,000 Ordinary Shares hereby and already created, provided that this Authority shall expire 5 years from the date of passing this Resolution, and
3. the Directors be and they are hereby empowered to allot all or any of the said 12,000,000 ordinary Shares of £1.00 each as if Section 89(1) of the Companies Act 1985 did not apply to such allotment.

P N O ROBINSON

Chairman of the Meeting

ARH

Certified as a true copy of the Resolution
Mrs R A Smith - Secretary

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