

No. 3234176

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION
of
royalblue group plc

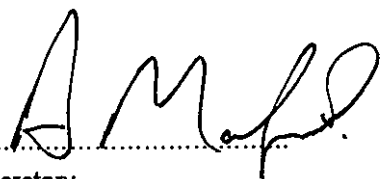
(Passed on 27 May 1997)

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Kings Court, Church Street East, Woking, Surrey GU21 1HA on 27 May 1997 at 7.00 pm the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be altered by adding the following new Article 10(A)(xii):-

"10,001 Ordinary Shares may be transferred by Alan Neilson to Royal Skandia subject to Royal Skandia having signed a Deed of Adherence to the Shareholders Agreement of 5 February 1997."


Secretary

