

ECCLESIASTICAL INSURANCE OFFICE PLC

Company No: 24869

**CERTIFIED COPY OF AN EXTRAORDINARY RESOLUTION PASSED ON 23rd
JULY 2004**

At a Separate General Meeting of the holders of the 2.8 per cent First Cumulative Preference Shares of £1 ("First Preference Shares") held at 19-21 Billiter Street, London EC3M 2RY on Friday 23 July 2004 at 11:00am, the following resolution was passed as a Special Resolution:

THAT this general meeting of the holders of the First Preference Shares hereby sanctions and confirms every variation or abrogation of the special rights attached to the First Preference Shares which is or may be involved in or effected by the passing or implementation of any one or more of the Special Resolutions set out in the notice convening an Extraordinary General Meeting of the Company for 23 July 2004, a copy of which notice has been produced to this meeting and been signed by the Chairman of the meeting for the purpose of identification.

For and on behalf of
Ecclesiastical Insurance Office plc

R. Hall

Mrs R J Hall
Company Secretary

