

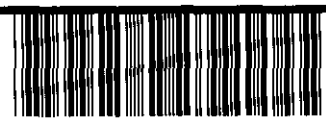
ECCLESIASTICAL INSURANCE OFFICE PLC

Company No: 24869

CERTIFIED COPY OF SPECIAL RESOLUTIONS PASSED ON 23rd JULY 2004

At an Extraordinary General Meeting of Ecclesiastical Insurance Office plc held at 19-21 Billiter Street, London EC3M 2RY on Friday 23 July 2004 at 11:15pm, the following resolutions were passed as Special Resolutions:

- (i) THAT, subject to the holders of the 2.8 per cent. First Cumulative Preference Shares of £1 ("First Preference Shares") having sanctioned and confirmed by extraordinary resolution every variation or abrogation of the special rights attached to the First Preference Shares by the passing or implementation of this resolution, each First Preference Share be redesignated as a 8.625 per cent. Non-Cumulative Irredeemable Preference Share of £1 ("Irredeemable Preference Share") so as to rank in all respects pari passu with the existing Irredeemable Preference Shares provided that such redesignated Irredeemable Preference Shares shall for the period up to and including 30 June 2004 be entitled only to a cumulative preferential dividend at the rate of 2.8 per cent. per annum and from and including 1 July 2004 onwards shall be eligible only for the dividends declared in respect of the Irredeemable Preference Shares.
- (ii) THAT, subject to the holders of the 9.5 per cent. Redeemable Non-Cumulative Third Preference Shares of £1 ("Third Preference Shares") having sanctioned and confirmed by extraordinary resolution every variation or abrogation of the special rights attached to the Third Preference Shares by the passing or implementation of this resolution, each Third Preference Share be redesignated as a 8.625 per cent. Non-Cumulative Irredeemable Preference Share of £1 ("Irredeemable Preference Share") so as to rank in all respects pari passu with the existing Irredeemable Preference Shares provided that such redesignated Irredeemable Preference Shares shall for the period up to and including 30 June 2004 be entitled only to a preferential dividend at the rate of 9.5 per cent. per annum and from and including 1 July 2004 onwards shall be eligible only for the dividends declared in respect of the Irredeemable Preference Shares.
- (iii) THAT, subject to both resolution 1 and resolution 2 above having been passed, the Articles of Association of the Company be altered as follows:
 - (a) by the deletion in paragraph (v) of Article 3(A) of "25,000,000" and the substitution therefore of "41,250,000";
 - (b) by the deletion of paragraphs (ii) and (iv) of Article 3(A) and the renumbering of paragraphs (iii), (v) and (vi) as paragraphs (ii), (iii) and (iv) respectively;



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- (c) by the deletion of Articles 3(B) and 3(D) in their entirety and the renumbering of Articles 3(C) and 3(E) as Articles 3(B) and 3(C) respectively.

For and on behalf of
Ecclesiastical Insurance Office plc

A handwritten signature in cursive script, appearing to read 'R. J. Hall', written in dark ink.

Mrs R J Hall
Company Secretary