

ECCLESIASTICAL INSURANCE OFFICE PLC

Company No: 24869

CERTIFIED COPY OF SPECIAL RESOLUTIONS PASSED ON 19TH APRIL 2005

By Written Resolutions dated 19 April 2005, the Members of Ecclesiastical Insurance Office plc have passed the following resolutions as Special Resolutions:

THAT:


each of the existing authorised but unissued 25,000,000 Sterling Preference Shares of £1 each in the share capital of the Company ("Sterling Preference Shares") be redesignated as a 8.625 per cent. Non-Cumulative Irredeemable Preference Share of £1 each in the Company (an "Irredeemable Preference Share") so as to rank in all respects pari passu with each existing Irredeemable Preference Share.

THAT:

the Articles of Association of the Company be altered as follows:

- (a) by the insertion at the end of paragraph (ii) of Article 3(A) of "and";
- (b) by the deletion in paragraph (iii) of Article 3(A) of "41,250,000" and the substitution therefor of "66,250,000";
- (c) by the deletion at the end of paragraph (iii) of Article 3(A) of "and";
- (d) by the deletion of paragraph (iv) of Article 3(A); and
- (e) by the deletion in Articles 3(B), 3(C) and 7 of all references to "First Preference Shares" and "Third Preference Shares" (both of which classes of share ceased to exist when all First Preference Shares and Third Preference Shares were previously redesignated as Non-Cumulative Irredeemable Preference Shares), including the changes set out in the schedule attached to these written resolutions, which schedule has been initialled by the Chairman of the Company for the purposes of identification.

For and on behalf of
Ecclesiastical Insurance Office plc


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Mrs R J Hall
Company Secretary

