

COMPANY NUMBER: 1416463

THE COMPANIES ACTS 1985

PRIVATE LIMITED COMPANY

RESOLUTIONS

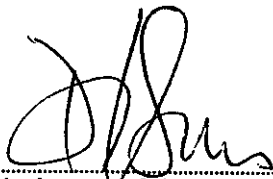
OF

EAGLE STAR GROUP SERVICES LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at UK Life Centre, Station Road, Swindon, SN1 1EL on 28 April 2005 the following Resolutions were passed:

ORDINARY RESOLUTIONS

- 1 "THAT the authorised share capital of the Company be increased to £32,000,000 by the creation of 31.9 million additional ordinary shares of £1 each."
- 2 "THAT the Directors of the Company be and they are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning given to such term in Section 80(2) of the Act) up to an aggregate nominal amount of £31,999,998 provided that this authority shall expire five years from the date hereof save that the Company may before such expiry make offers, agreements or arrangements which would or might require relevant securities to be allotted after such expiry and so that the Directors of the Company may allot relevant securities in pursuance of such an offer, agreement or arrangement as if the authority conferred hereby had not expired."



Chairman of the Meeting



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COMPANIES HOUSE

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