

COMPANY NUMBER 1416463

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

-of-

EAGLE STAR HOLDINGS LIMITED (the "Company")

(passed on 25 October 2007)

At a general meeting of the Company duly convened and held on 25 October 2007 the following resolutions were duly passed as special resolutions

- 1 **THAT** the share capital of the Company be reduced from £1,125,883,303 to £50,000 by cancelling and extinguishing
 - 1 1 275,883,303 C cumulative redeemable convertible preference shares of £1 each registered in the name of Zurich Financial Services (UKISA) Limited,
 - 1 2 138,325,004 deferred shares of 25p each registered in the name of Zurich Financial Services (UKISA) Limited,
 - 1 3 519,025,675 ordinary shares of £1 each registered in the name of Zurich Financial Services (UKISA) Limited, and
 - 1 4 296,343,074 authorised unissued ordinary shares of £1 each, and
- 2 **THAT** the share premium account of the Company be cancelled



Director/Company Secretary



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