

222362

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
TALBOT UNDERWRITING LTD



(Passed on 13th June 2002)

At an Extraordinary General Meeting of the above named Company duly convened and held at Gracechurch House, 55 Gracechurch Street, London EC3V 0JP on 13th June 2002, the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the Articles of Association of the Company be and are hereby amended by the deletion of Article 42 and the substitution of the following new Article numbered 42:

"The quorum for meetings of the Board of Directors shall be such number being not less than four as the Directors may from time to time fix by regulation. Such regulations may provide for the quorum to vary according to the nature of the business being transacted at the relevant meeting."

A handwritten signature in black ink, appearing to be 'J. C. ...', written over a dotted line.

Secretary