

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTION OF

WINTERTHUR UK FINANCIAL SERVICES GROUP LIMITED

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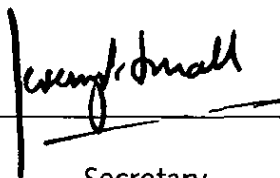
(Passed on 27<sup>th</sup> July 2007)

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Under a Resolution in Writing by the sole member of the above named company the following resolution was passed as a Special Resolution on 27<sup>th</sup> July 2007

**THAT** Article 33. of the Company's Articles of Association be substituted, in its entirety by the following Article

"33 Subject to the provisions of the Companies Acts, the company may purchase and maintain for any director or other officer insurance against any liability and may indemnify any director or other officer to the fullest extent permitted by law from time to time"

  
Secretary

THURSDAY



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16/08/2007

COMPANIES HOUSE

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