

Company No.: 3116678

WINTERTHUR UK FINANCIAL SERVICES GROUP LIMITED

On 15 September 2010 the following Ordinary Resolutions (such resolutions being passed as a Written Resolution) were approved by the eligible members pursuant to 281 and Chapter 2 of Part 13 of the Companies Act 2006:

ORDINARY RESOLUTIONS

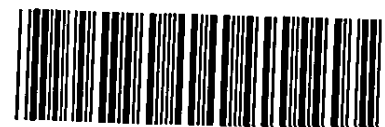
THAT in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £500,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 15 September 2015 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

THAT the Company's authorised share capital clause be removed from its Memorandum of Association



DIRECTOR

FRIDAY



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COMPANIES HOUSE