

Company No: 3121594

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

BRIT INSURANCE HOLDINGS PLC

At an Extraordinary General Meeting of the Company, duly convened and held at 55 Bishopsgate, London EC2N 3AS at 10.45 a.m. on 29 March 2004, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the share premium account of the Company be reduced by £170 million.


.....
Chairman

