

Company Number 03320657

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION**

of

**ALLIED DUNBAR (STAFF PENSION PLAN) TRUSTEE LIMITED**



AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at UK Life Centre, Station Road, Swindon, Wiltshire SN1 1EL on the Eighteenth day of November 2002 at 1.45 p.m., the following Resolution was passed as a Special Resolution:

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be altered by

- (a) the deletion of the words "non-member nominated director who is a " and the deletion of the quotation marks round "senior management representative" in Regulation 64;
- (b) the deletion of the words "non-member nominated director who is an active member of the Staff Plan" in Regulation 82 and their replacement with "senior management representative";
- (c) the deletion of the word "or" at the end of Regulation 75(f) and the deletion of Regulation 75(g) in its entirety;
- (d) the deletion of the words "is an active member of the Staff Plan but who is not the chairman of the board of directors" in the definition of "senior management representative" in Regulation 1 and their replacement with "is currently employed by the principal employer of the Supplementary Plan or any of its associated companies";
- (e) the deletion of the words "the Staff Plan or" from Regulation 76.

VS \_\_\_\_\_  
for and on behalf of Allied Dunbar Assurance plc  
**CHAIRMAN**