

COMMERCIAL UNION CORPORATE MEMBER LIMITED

EXTRACT FROM THE MINUTES OF THE EXTRAORDINARY
GENERAL MEETING HELD AT ST HELEN'S, 1 UNDERSHAFT,
LONDON EC3P 3DQ ON 19 JUNE 1997

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SPECIAL RESOLUTION

It was proposed and accordingly resolved:

THAT the Company, having been dormant since its formation, hereby resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

ELECTIVE RESOLUTIONS

The following resolutions were proposed and accordingly resolved as elective resolutions in accordance with Section 370 of the Companies Act 1985:

1. THAT the Company hereby elects, in accordance with Section 352 of the Companies Act 1985, that the Directors shall not be required to lay the Report and Accounts before the Company in General Meeting.
2. THAT the Company hereby elects, in accordance with Section 366A of the Companies Act 1985, that the Company shall not hold annual general meetings.

CERTIFIED TO BE A TRUE EXTRACT



R. Coyle
Assistant Secretary

