

G**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares****122**

CHFP025

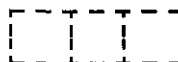
Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number



4034666

Name of company

* CHUBB PLC

* insert full name
of company

gives notice that:

PURSUANT TO A SPECIAL RESOLUTION OF THE MEMBERS OF THE COMPANY PASSED AT AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON 15TH SEPTEMBER, 2000 AND A WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY DATED 19TH SEPTEMBER, 2000:

(A) THE 99,998 AUTHORISED BUT UNISSUED SHARES OF THE COMPANY WERE CANCELLED; AND

(B) EACH OF THE 2 ISSUED SHARES OF THE COMPANY WERE SUBDIVIDED INTO 100 SHARES OF 1 PENCE EACH AND RECLASSIFIED AS SUBSCRIBER SHARES HAVING THE RIGHTS SET OUT IN THE WRITTEN RESOLUTION OF THE MEMBERS DATED 19TH SEPTEMBER, 2000.

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation[†] SECRETARY

Date 21.9.00

Presenter's name address and
reference (if any):
Slaughter and May
35 Basinghall Street
London
EC2V 5DB

REF: FM/JMVB

For official Use

General Section

Post room

LD5
COMPANIES HOUSE0451
26/09/00