



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF

CHUBB PLC

(Passed on 29 April 2002)

AT THE SECOND ANNUAL GENERAL MEETING of the Company duly convened and held at the Hilton Birmingham Metropole, National Exhibition Centre, Birmingham B40 1PP on 29 April 2002, the following resolutions were duly passed as Ordinary and Special Resolutions respectively:

ORDINARY RESOLUTION

That, the directors be and are hereby generally and unconditionally authorised in substitution for the authority conferred on them in 2000 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £98,485,533, which authority shall expire on 28 April 2007 (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot such securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

That the directors be are hereby empowered, pursuant to Section 95 of the Companies Act 1985, to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) for cash, pursuant to the authority conferred by the previous resolution, as if sub-section (1) of Section 89 of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited to:

- a) the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of ordinary shares and in favour of holders of any class of equity security in accordance with the rights attached to such class where the equity securities respectively attributable to the interests of such persons on a fixed record date are proportionate (as nearly as may be) to the respective numbers of equity securities held by them

or are otherwise allotted in accordance with the rights attaching to such equity securities (subject in either case to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever); and

- b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £14,922,050,

and shall expire on 28 April 2007, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

SPECIAL RESOLUTION

That the Company be and is hereby authorised to make market purchases (as defined in Section 163 of the Companies Act 1985) of up to 82,900,280 ordinary shares of 36p each in the capital of the Company at prices not less than 36p per share nor more than the price per share being 5% above the average of the middle market quotations taken from the London Stock Exchange Daily Official List for the five business days before the purchase is made, such authority to expire on 28 July 2003 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2003, but so that the Company may pursuant to the authority granted by this resolution, enter into a contract to purchase such shares which would or might be executed wholly or partly after such expiry.


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COMPANY SECRETARY