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IN THE HIGH COURT OF JUSTICE

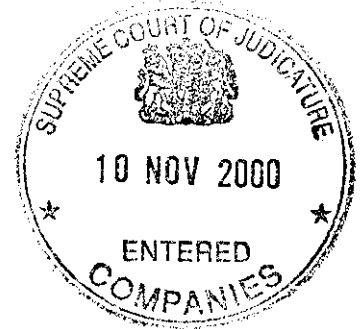
No. 006533 of 2000

CHANCERY DIVISION

COMPANIES COURT

MR. JUSTICE HART

Friday the 10th day of November 2000



IN THE MATTER OF CHUBB plc

-and-

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE PETITION of the above named Chubb plc (hereinafter called "the Company") whose registered office is situate at Pentagon House, Sir Frank Whittle Road, Derby, DE21 4XA on 23rd October 2000 preferred unto this Court

AND UPON HEARING Counsel for the Company

AND UPON READING the said Petition and the evidence

THIS COURT ORDERS THAT the reduction of the capital of the Company from £1,498,550,002 to £399,650,002 resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the Company held on 20th October 2000 be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act

AND THE COURT HEREBY APPROVES the Minute set forth in the Schedule hereto

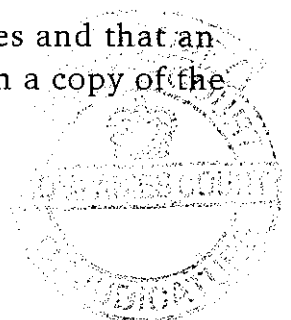
AND IT IS ORDERED THAT:

1. this Order be produced to the Registrar of Companies and that an Office Copy hereof be delivered to him together with a copy of the said Minute



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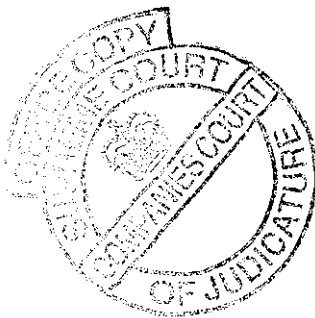


2. notice of the registration by the Registrar of Companies of this Order and of the said Minute be published by the Company once in the Financial Times newspaper within 21 days after such registration

THE SCHEDULE BEFORE REFERRED TO

MINUTE APPROVED BY THE COURT

"The capital of Chubb plc was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated 10th November 2000 reduced from £1,498,550,002 divided into 200 subscriber shares of 1p each 50,000 redeemable fixed rate preference shares of £1 each and 1,110,000,000 ordinary shares of £1.35 each to £399,650,002 divided into 200 subscriber shares of 1p each 50,000 redeemable fixed rate preference shares of £1 each and 1,110,000,000 ordinary shares of 36p each. At the date of registration of this Minute all the 50,000 redeemable fixed rate preference shares of £1 each, all the 200 subscriber shares of 1p each and 828,534,733 of the ordinary shares of 36p each have been issued and are deemed to be fully paid up and the remaining ordinary shares of 36p each are unissued."



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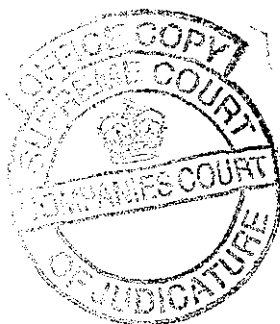
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IN THE MATTER OF THE
COMPANIES ACT 1985

O R D E R

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