

ECCLESIASTICAL INSURANCE OFFICE PLC

(Incorporated in England as a limited company under the Companies Acts 1862 to 1886 with registered number 24869)

ORDINARY RESOLUTION

of

ECCLESIASTICAL INSURANCE OFFICE PLC (the Company)

Passed on 23 November 2010

At a general meeting of the Company duly convened and held at Beaufort House, Brunswick Road, Gloucester, GL1 1JZ at 4pm on Tuesday 23 November 2010, the following resolution was duly passed as an ordinary resolution:

Ordinary resolution

“That:

1. the Board be authorised, generally and without conditions, under section 551 of the Act to allot Non-Cumulative Irredeemable Shares (as defined in the Company’s Articles of Association);
2. the Allotment Amount (as defined in the Company’s Articles of Association) shall be up to £40 million;
3. such authorisation shall apply until 31 October 2015; and
4. no Disapplication Amount (as defined in the Company’s Articles of Association) shall apply to such allotments.

Signed.....

Chairman of the meeting