

Company No. 94405

**CGU UNDERWRITING LIMITED**  
(the "Company")

Written Resolution of the sole member of the Company passed on 26 OCTOBER 2012 in accordance with sections 641 and 642 of the Companies Act 2006 and the Articles of Association of the Company

We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company, hereby pass resolutions (i) to (ii) as special resolutions

**Special Resolutions**

**IT IS RESOLVED THAT**

- (i) the issued share capital be reduced from £185,000,000 to £1,000 by cancelling and extinguishing 184,999,000 ordinary B shares of £1 each registered in the name of Aviva Insurance Limited, and
- (ii) any Director or the Company Secretary or any authorised signatory of the Company be authorised to sign any document or do any act, deed or thing he or she considers necessary or desirable in connection with the reduction of the Company's share capital, pursuant to resolutions (i) above, and any such act or the execution of any such document shall be and is hereby approved in all respects



Aviva Insurance Limited  
Sole member

*Notes*

- i) Circulation date 26 OCTOBER 2012
- ii) Sign this document where indicated above
- iii) Return the signed document to the Company for the attention of the Company Secretary by hand or by post and ensure that it is received by the Company no later than (circulation date + 28 days)

TUESDAY



\*A1L4YUDM\*

A14

06/11/2012

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COMPANIES HOUSE