

THE YORKSHIRE INSURANCE COMPANY LIMITED

Minutes of the Extraordinary General Meeting held
on 7 March 2007 at 10 a.m at King's House, Surrey Street, Norwich.

Present: **David Rose (Chairman)**
 (representing Aviva Insurance Limited, the sole member)

NOTICE

All the members of the Company having consented to the meeting being convened and held, the Notice of Meeting was taken as read.

PURPOSE OF MEETING – PURCHASE OF OWN SHARES

It was reported that the meeting had been convened to deal with certain matters in connection with the proposed purchase by the Company of 17,997,329 of its Ordinary Shares from Aviva Insurance Limited (the "Vendor"). It was noted that the acquisition could not take place until the contract for acquisition had been approved by Special Resolution of the shareholders of the Company entitled to vote thereon.

The Chairman reported that the shares would be acquired from the Vendor by way of an off-market purchase in accordance with section 164 of the Companies Act 1985 (the "Act"). Accordingly it was necessary for the terms of the share purchase agreement to be approved by Special Resolution of the Company in accordance with that section of the Act.

APPROVAL OF DOCUMENTS

There was produced to the meeting the following documents:-

- i. Management Accounts as at 31 December 2006 and the Company's projected accounts for the period to 30 April 2008 (on which the share buy back out of capital had been circulated), which have been approved by Ernst & Young LLP.
- ii. Share Buy Back Agreement.
- iii. Auditor's Report (confirming that the Company had sufficient capital to comply with sections 173-175 of the Act).
- iv. Statutory Declaration.

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The Chairman moved the following resolutions as Special Resolutions and

IT WAS RESOLVED by all members present THAT:

1. The terms of the proposed contract, whereby the Company may become entitled and obliged to purchase from Aviva Insurance Limited 17,997,329 of its own Ordinary Shares of £0.25 each, and of which a copy was supplied to each member of the Company be approved; and
2. The proposed payment of £6,737,664 out of capital (within the meaning of section 171(2) of the Act) be settled by the reduction of the intercompany account of an equivalent amount with the Vendor and to be made in pursuance of the proposed agreement under which the Company may become entitled and obliged to purchase 17,997,329 of its own Ordinary Shares of £0.25 each and the terms of which are being approved by the above resolution be approved; and
3. Any one director of the Company or the Company Secretary be severally authorised to sign (on behalf of the Company) any document approved pursuant to this resolution and carry out such other acts as may be deemed necessary or desirable to effect the above; and (i) any director of the Company together with any other director of the Company or the Company Secretary or (ii) any person duly authorised to seal or sign deeds on behalf of the Company, may execute and deliver on behalf of the Company any deed or document under seal required in connection with the above.



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Chairman