

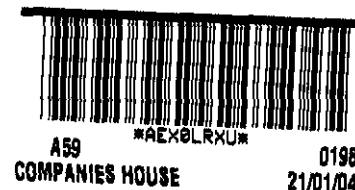
Company Number: 99122

COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

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ORDINARY AND SPECIAL RESOLUTIONS  
OF  
NORWICH UNION INSURANCE LIMITED

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Passed on 30 December 2002

At an Extraordinary General Meeting of the above-named Company, duly convened and held at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolutions were duly passed as Ordinary and Special Resolutions of the Company:

**Ordinary Resolution**

THAT the authorised share capital of the Company be and is hereby increased from £650,000,000 to £750,000,000 by the creation of an additional 100,000,000 Ordinary Shares of £1 each.

**Special Resolution**

THAT the directors be and are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 ("CA 1985"), to allot and to make offers or agreements to allot relevant securities up to a maximum value of £750,000,000 such authority to expire on 30 December 2007. In accordance with Section 95(2) CA 1985, Section 89(1) CA 1985 shall not apply to such authority.

Certified to be a true extract

A handwritten signature in black ink, appearing to read "K. J. Bower", is written over the typed name.

Authorised Signatory  
For and on behalf of  
Aviva Company Secretarial Services Limited  
Secretary