

Company Number: 226742

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
OF
CGNU LIFE ASSURANCE LIMITED

Passed on 19 September 2003

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 Ordinary Resolutions were duly passed:

Auditors

THAT Messrs Ernst & Young LLP be and are hereby appointed as Auditors of the Company to hold office for the period ending 31 December 2001 as prescribed by Section 385(2) of the Companies Act 1985; and

THAT the directors be and are hereby authorised to fix the amount of the remuneration for the Auditors, for the ensuing year under the provisions of the Companies Act 1985.

Certified to be a true extract



P M White
Secretary

