

**COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

ORDINARY RESOLUTIONS

OF

**RAC PLC
Passed on 18 October 2005**

At the Extraordinary General Meeting of the above-named Company, duly convened and held on 18 October 2005 at St Helen's, 1 Undershaft, London EC3P 3DQ, the following Ordinary Resolutions were duly passed:

Ordinary Resolutions

1. THAT Messrs Ernst & Young LLP be appointed auditors in place of the retiring auditors, Messrs KPMG Audit Plc to act as such until the conclusion of the next general meeting of the Company at which the requirements of S.241(1) of the Companies Act 1985 should be complied with; and
2. THAT the Directors of the Company be authorised to fix their remuneration.

Certified to be a true extract



**R A Whitaker
Aviva Company Secretarial Services Limited
Company Secretary**



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21/10/2005