

# COMPANIES ACT 1985

## SPECIAL RESOLUTION

(Delivered pursuant to Section 380 of the Companies Act 1985)

of

**AVIVA STAFF PENSION TRUSTEE LIMITED**

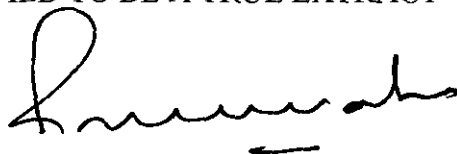
**Passed on 5<sup>th</sup> April 2005**

At an Extraordinary General Meeting of the members of the above-named company, duly convened on 5<sup>th</sup> April 2005 at ~~10.30 a.m/p.m.~~ at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolutions were duly passed as SPECIAL RESOLUTIONS:

### SPECIAL RESOLUTION

THAT the Articles of Association contained in the document attached to this Resolution, and for the purpose of identification signed by the chairman thereof, be, and the same are, hereby approved and adopted as the new Articles of Association of the Company.

CERTIFIED TO BE A TRUE EXTRACT



For and on behalf of  
Aviva Staff Pension Trustee Limited  
Secretary



No. 1438185

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

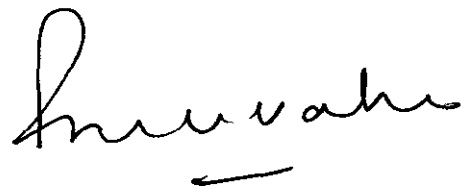
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NEW ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution passed on 5 April 2005)

-OF-

AVIVA STAFF PENSION TRUSTEE LIMITED

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A handwritten signature in cursive script, appearing to read 'M. V. A.', with a horizontal line underneath the signature.

No. 1438185

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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NEW ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution passed on 5 April 2005)

-OF-

AVIVA STAFF PENSION TRUSTEE LIMITED

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PRELIMINARY

1. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 1985, but excluding any statutory modifications of the Act not in force when the Articles become binding on the Company.
2. Subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) apply as the regulations of the Articles of Association of Aviva Staff Pension Limited (hereinafter called "the Company").
3. Regulations 65 to 69 inclusive shall be deleted, but the remaining regulations of Table A, as altered or modified by the Articles of Association of the Company shall apply to the Company
4. For as long as the Company is a trustee of a pension scheme, the powers contained in the Articles will not be exercised in a way which conflicts with

any arrangements made in accordance with Section 18(1) or 19(2) of the Pensions Act 1993 (requirement for member-nominated directors) in relation to that pension scheme.

#### SHARE CAPITAL

5. The authorised share capital of the Company at the date of adoption of the Articles is £250,000 divided into 250,000 ordinary shares of £1 each.

#### DELEGATIONS OF DIRECTOR'S POWERS

6. The Board may delegate any of its powers, with or without power to sub-delegate, to committees consisting of such persons or person (as hereinafter provided) as it thinks fit but always including or consisting of at least one Director. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations from time to time imposed on it by the Board and, subject thereto, may determine its own quorum. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (a) the number of co-opted members shall be less than one-half of the total number of members of the committee and (b) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors.

Any sub-committee of any such committee shall consist of such persons or person as the committee of which it is a sub-committee shall think fit but shall always include or consist of at least one Director.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

7. The Office of Director shall be vacated in any of the following events:
  - (a) he ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either:-
    - i. he is admitted to hospital in pursuance of an application for treatment under the Mental Health Act 1983 or, in Scotland, an application of admission under the Mental Health (Scotland) Act 1960, or

- ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Company; or
- (e) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated; or
- (f) if he is disqualified under Section 29 of the Pensions Act 1993 (persons disqualified for being trustees) from being a trustee of an occupational pension scheme; or
- (g) if he is required to cease to be Director under any arrangement made in accordance with Section 18(1) or 19(2) of the Pensions Act 1993 (requirement for member-nominated directors); or
- (h) the Director is convicted of a criminal offence involving fraud or dishonesty and the Directors resolve that he shall for that reason cease to be a Director.

#### MINUTES

- 8. The Directors shall cause minutes to be made in books kept for purpose-
  - (a) of all appointments of officers made by Directors; and
  - (b) of all proceedings at meeting of the Company, and of the Directors, and of the committees of the Directors, including the names of the Directors present at each such meeting.
- 9. This provision will be complied with in a manner consistent with the requirement of the Pensions Act 1993 and regulations made under it.