

Company No 1555746

Aviva Group Holdings Limited
(the "Company")

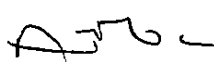
Written Resolution of **Aviva plc** being the Sole Shareholder of the Company, passed on
17 May 2011

We, the undersigned, being the Sole Shareholder of the Company who, at the circulation date of these resolutions would be entitled to attend and vote on resolutions, RESOLVE, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolution

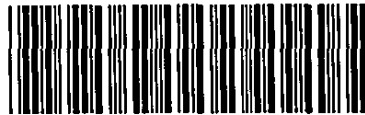
Special Resolution

That Article 75 of the Articles of Association be is hereby amended to read as follows, with immediate effect

"The directors may delegate any of their powers, authorities and discretions (with power to sub-delegate) to a committee consisting of one or more persons (whether a director or not) as they think fit. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of the articles regulating the proceedings of directors so far as they are capable of applying. Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision shall be construed as permitting the exercise of the power authority or discretion by the committee."


For and on behalf of
Aviva plc
Sole Shareholder

THURSDAY



A03 *AE0D2U96* 280
19/05/2011
COMPANIES HOUSE

Notes

- i) Circulation date *16 May* 2011
- ii) Sign this document where indicated above
- iii) Return the signed resolutions to an officer of the Company by hand or by post
- iv) These resolutions must be passed by *15 June* 2011 after which the resolutions will lapse