

The Companies Act 1985
Company Limited by Shares

SPECIAL RESOLUTIONS

Pursuant to section 378(2) of the Companies Act 1985

Company Number

2152949

Norwich Union Fund Managers Limited

At an Annual General Meeting of the members of the above-named company,
duly convened and held at:

8 Surrey Street, NORWICH, Norfolk, NR1 3NG

on 21 February 1991

the following SPECIAL RESOLUTIONS were duly passed, viz:-

1. "The Directors shall not be required to retire by rotation and Clauses 73-80 (inclusive) in Table A shall not apply to the Company."
2. "Clause 7a should be added to the Articles of Association of the Company as follows:-
 - (a) No person shall be appointed a Director at any General Meeting unless either:-
 - (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
 - (b) Subject to paragraph (a) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
 - (c) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with Clause 7 as the maximum number of Directors and for the time being in force."

Signed

Position

Secretary

NOTE To be filed within 15 days of the passing of the special resolution

