

Company Number: 2180195



**COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

---

**ORDINARY AND SPECIAL RESOLUTIONS**  
**OF**  
**COMMERCIAL UNION HOLDINGS (FRANCE) LIMITED**

---

**Passed on 19 December 2003**

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 1 Undershaft, London EC3P 3DQ, the following resolutions were duly passed as Ordinary and Special Resolutions of the Company:

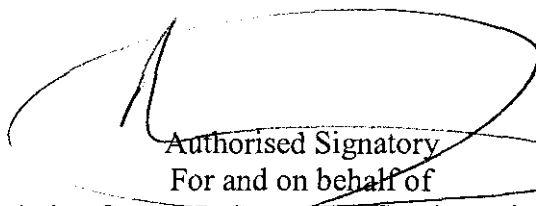
Ordinary Resolution

THAT the authorised share capital of the Company be and is hereby increased from £856,000,000 to £876,000,000 by the creation of an additional 20,000,000 Ordinary Shares of £1 each.

Special Resolution

THAT the directors be and are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 ("CA 1985"), to allot and to make offers or agreements to allot relevant securities up to a maximum value of £20,000,000 such authority to expire on 18 December 2008. In accordance with Section 95(2) CA 1985, Section 89(1) CA 1985 shall not apply to such authority.

Certified to be a true extract

  
Authorised Signatory  
For and on behalf of  
Aviva Company Secretarial Services Limited  
Secretary