

Company No. 2180202

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

OF

UNDERSHAFT (NO. 1) LIMITED

("Company")

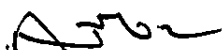
Written resolutions of the sole member of the Company passed on **16** August 2010 in accordance with sections 641 and 642 of the Companies Act 2006 and the articles of association of the Company

We, the undersigned, being the sole member of the Company who, at the date of this written resolution would be entitled to attend and vote at a general meeting of the Company, hereby pass the following written resolution as a special resolution of the Company

Special Resolution

IT IS RESOLVED

"That the share capital of the Company be reduced from £575,459,764 to £1,000 by cancelling 575,458,764 ordinary shares of £1 each "



Aviva International Holdings Limited

Sole member

Notes

- i) Circulation date **16** August 2010,
- ii) Sign this document where indicated above, and
- iii) Return the signed document to the Company for the attention of the Company Secretary by hand or by post and ensure that it is received by the Company no later than 28 days from the circulation date

MONDAY



LD1 *LL3O4ML8*

16/08/2010

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COMPANIES HOUSE