

THE COMPANIES ACT

MEMORANDUM OF ASSOCIATION**

OF



A28
COMPANIES HOUSE

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02/09/2006

~~COMMERCIAL UNION INTERNATIONAL HOLDINGS LIMITED*~~
AVIVA INTERNATIONAL HOLDINGS LIMITED

1. The name of the Company is Commercial Union International Holdings Limited.
Aviva International Holdings Limited
 2. The registered office of the Company is and will be situate in England.
 3. The objects of the Company are:-
 - (AA) To acquire, deal in and hold on deposit or otherwise on behalf of any person, partnership, society, body of persons or corporation any shares, stock, debentures, debenture stocks, bonds, obligations and securities and to use and deal in certificates or instruments evidencing the title of any person, partnership, society, body of persons or corporation or the bearers of any such certificate to a share or any interest in any shares, bonds, loans, obligations or securities or in the proceeds of sale or the income of any such shares, stocks, debentures, debenture monies and generally to act as nominee or trustee on behalf of any person, partnership, society, body of persons or corporations.
 - (A) To carry on the business of insurance in all its branches to effect and carry out contracts of insurance against insurable risks of any or every kind, contracts of insurance of any or every type dependent on human life and contracts to pay annuities or lump sums howsoever calculated and in particular (but without limiting the generality of the foregoing) to transact all or any of the classes of insurance business referred to in Section 3 (1) of the Insurance Companies Act 1982 and to transact all kinds of guarantee and indemnity business.
 - (B) To reinsurance with any company or person any risks undertaken by the Company and issue policies of reinsurance and to enter into reinsurance contract upon any terms and whether or not binding the Company for any fixed term to accept with or without investigation any part of risks undertaken by another company or person being of such a nature as the Company may be authorised to insure.
- * The Company was incorporated as Commercial Union (No.21) Limited on 19 October 1987 and changed its name to Commercial Union International Holdings Limited on 5 February 1992. *and Aviva International Holdings Limited on 22 September 2005*
- ** The Memorandum of Association was last amended by Special resolution of the Company passed on 20 April 1994.

(ii)

- (C) To appropriate and pay or distribute to or among the holders of policies of the Company or other persons with whom it may have dealings or any class or classes of such persons any part of the general profits of the Company or of the profits derived from any one or more of its several categories of business and either in cash or by any deferred payment or by the diminution of any premiums or in any other way and by the terms of any policy or prospectus to bind itself to make any such appropriation, payment or distribution.
- (D) To pay, satisfy or compromise any claims made against the Company in respect of any policies or contracts granted by, dealt in or entered into by the Company which claims the Company may deem it expedient to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
- (E) To carry on all financial and monetary business and in particular (but without limiting the generality of the foregoing) to borrow, raise or take up money with or without security and to employ and use money; to deposit, lend or advance money, securities or property, with or without security, and generally to make or negotiate loans and advances of every kind on any terms and subject to any conditions including the lending of money upon policies issued by the Company or in respect of which it may be liable and to apply any of the funds of the Company in buying up, cancelling, extinguishing or obtaining a release from any policy or contract; to draw, make, accept, endorse, grant, discount, acquire, subscribe or tender for, buy, sell, issue, execute, guarantee, negotiate, transfer, hold, invest or deal in, honour, retire, pay, secure or otherwise dispose of obligations, instruments (whether transferable or negotiable or not) and securities of every kind; to buy, sell, and deal in bullion, specie, precious metals, foreign exchange and commodities of every kind; to receive on deposit or for safe custody or otherwise documents, cash, securities and valuable of every description; to collect, hold and transmit documents, moneys, securities and other property and to act as agents for the receipt, payment or delivery thereof; and to act as agents, advisers or consultants in relation to all insurance, pension and taxation matters, the investment of money and the management of property and generally to transact all agency, advisory or consultancy business of every kind.
- (F) To act as executor, administrator, trustee, judicial or custodian trustee, receiver, manager, committee, liquidator and treasurer and to carry on trust business of all kinds, and generally to carry on trustee and executor business in all its aspects and on such terms as may be thought expedient and in particular (but without limiting the generality of the foregoing) to act as trustee for the holders of any securities of any company and as manager or trustee of unit trusts, investment trusts and pension, benevolent and other funds and to transact all kinds of business arising in connection with any of the foregoing offices and trusts and to establish, settle and regulate and, if thought fit, undertake and execute any trusts with a view to the issue of any securities, certificates or other documents based on or representing any securities or other assets appropriate for the purposes of such trust.
- (G) To promote, effect, negotiate, offer for sale by tender or otherwise, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription, whether absolutely or conditionally, of, participate in, manage or carry out, on commission or otherwise, any issue, public or private, of the securities of any

company and to lend money for the purposes of any such issue.

- (H) To give security or become responsible for the performance of any obligation or duties by any person or company and in particular (but without limiting the generality of the foregoing) to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present or future, and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the payment of moneys secured by, or payable under or in respect of, the securities of any company or person, and to give and take counter guarantees and indemnities and to receive security for the implementation of any obligation.
- (I) To acquire by assignment or otherwise debts owing to any person or company and to collect such debts and generally to act as traders, factors, carriers and merchants.
- (J) To provide, managerial, secretarial, accountancy, consultancy, statistical and any other supervisory, executive and advisory services of whatsoever kind for or in relation to any person, company, property or business.
- (K) To act as forwarding agents, travel and shipping agents, commission agents, surveyors, architects, valuers, property consultants and managers and land and estate agents and generally to undertake all kinds of agency business.
- (L) To acquire, take options over, hold, exchange, deal in, turn to account, sell or otherwise dispose of securities of any company or companies and generally to carry on the business of an investment company in all its aspects.
- (M) To form, establish or promote or co-operate in the formation, establishment or promotion of any company and to co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary of or otherwise under the control of the Company and to blend the receipts of any such subsidiary company with the revenue of the Company from other sources and generally to carry on the business of a holding company.
- (N) To amalgamate or enter into partnership or any profit-sharing or other arrangement with and to co-operate in any way with or assist or subsidise any person or company and to purchase or otherwise acquire all or any part of the business, assets and liabilities of any person or company and to conduct and carry on, or liquidate and wind up, any business so acquired.
- (O) To purchase, take options over, take on lease or in exchange, hire or otherwise acquire, for any estate or interest and on such terms and for such consideration as may be considered expedient, construct and develop real and personal property of every kind and to invest any moneys of the Company in such investments, securities and any other kind of real or personal property as may be thought expedient.
- (P) To sell, exchange, improve, manage, turn to account, lease, let on hire, grant licences, easements, options, or other rights over and in any other manner deal with or dispose of the undertaking, property and assets (including uncalled capital) of the Company or

(iv)

any part thereof for such consideration as may be thought fit and in particular for securities, whether fully or partly paid up, of any company formed or to be formed and to hold, deal with or dispose of such consideration.

- (Q) To secure any obligations of the Company by mortgaging or charging all or any part of the undertaking, property and assets, present or future, and uncalled capital of the Company.
- (R) To place or allow to remain in the name or names or in the custody or within the legal control of any person or persons, wherever resident or domiciled, for and on behalf of or as trustees for the Company or any class of policy holders any money, investments, securities or other property of the Company for the time being and to call upon such person or persons for a transfer or reconveyance to the Company of any money, investments, securities or other property held by or vested in him or them.
- (S) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund for the benefit of, and give or procure the giving of pensions, allowances, gratuities or bonuses or death or disability benefits to or in respect of, any persons who are or were directors, officers or in the employment of the Company, or of any company which is or was a subsidiary of the Company or is or was allied to or associated in business with the Company or with any such subsidiary company, or who are or were employed in any business acquired by the Company or by any such other company, holding executive office or place of profit, and the wives, widows, families, dependants and personal representatives of any such persons.
- (T) To procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts which the Company considers to be for the benefit of any persons mentioned in (S) above, or otherwise to advance the interest and well-being of the Company or of any such other company as is mentioned in (S) above or its members and to make payments for or towards the insurance of any such persons as aforesaid and to give subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (U) To procure the registration or incorporation of the Company in or under the laws of any place and to take steps in Parliament or with any government or authority for the purpose of carrying out, extending or varying the objects and powers of the Company or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests and to enter into any arrangement with any government or authority and to obtain any rights, concessions and privileges from any such government or authority and to carry out exercise and comply with any such arrangements, rights, concessions and privileges.
- (V) To distribute any of the property of the Company among its members in specie.
- (W) To carry on any other business or activity whatsoever which may seem to the Board of the Company capable of being advantageously carried on in connection or conjunction with or as ancillary to any of the foregoing businesses or activities or which the Board of the Company may consider expedient with a view to rendering profitable or

enhancing directly or indirectly the value of the Company's undertaking or any of its property or assets.

- (X) To do all such other things as are incidental or conducive to the attainment of the objects named or any of them.
- (Y) To do all or any of the foregoing things in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, subsidiary and associated companies or otherwise and either alone or in conjunction with others.
- (Z) To alter this memorandum of association in any manner permitted by the Companies Act 1985 or by any future Act amending the same subject nevertheless to the provisions of such Acts.
- (ZZ)(i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any Subsidiary Undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or Subsidiary Undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, Subsidiary Undertaking or pension fund and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.

It is hereby declared that:-

- (i) the expression "company" (except where used in reference to this Company) shall be deemed to include any government or any statutory, municipal or public body, any body corporate, partnership, association, syndicate or other body of persons, whether incorporated or unincorporated and whether domiciled in England or elsewhere and the expression "securities" means and includes shares, stocks, debentures, bonds, notes, debenture stocks, loan stocks, loans, mortgages, certificates or other documents of title, depositary receipts, certificates of deposit, funds or other obligations and interests or participatory rights of any kind whatsoever,
- (ii) the objects specified in each of the paragraphs of this Clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

whether domiciled in England or elsewhere and the expression "securities" means and includes shares, stocks, debentures, bonds, notes, debenture stocks, loan stocks, loans, mortgages, certificates or other documents of title, depositary receipts, certificates of deposit, funds or other obligations and interests or participatory rights of any kind whatsoever;

- (ii) the objects specified in each of the paragraphs of this Clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.


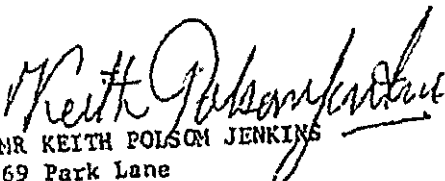
And it is hereby declared that the word "person" when used herein includes where the context permits a corporation or other association.

4. The liability of the members is limited.

* 5. The capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

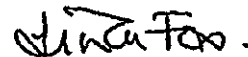
SEE ATTACHED LIST

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 MR ROGER STABLEFORD ASPINWALL 69 Park Lane Croydon CR9 1BG	One
 MR KEITH POLSON JENKINS 69 Park Lane Croydon CR9 1BG	One
Total Shares taken :	Two

DATED the 9th September 1987

WITNESS to the above Signatures:—


Ms L M Fox
69 Park Lane
Croydon CR9 1BG



The capital of the Company was £100 divided onto 100 shares of £1 each.

On the 10/2/1992, the capital of the Company was increased from £100 to £105,000,000 by the creation of 104,999,900 shares of £1 each.

On the 28/8/1996, the capital of the Company was increased from £105,000,000 to £150,541,208 by the creation of 45,541,208 ordinary shares of £1 each.

On the 29/10/1998, the capital of the Company was increased from £150,541,208 to £166,323,566 by the creation of 15,782,358 ordinary shares of £1 each.

On the 15/11/1998, the capital of the Company was increased from £166,323,566 to £167,204,186 by the creation of 880,620 ordinary shares of £1 each.

On the 21/12/1998, the capital of the Company was increased from £167,204,186 to £293,464,134 by the creation of 126,259,948 shares of £1 each.

On the 3/9/1999, the capital of the Company was increased from £293,464,134 to £300,000,000 by the creation of 6,535,866 ordinary shares of £1 each.

On the 8/11/2001, the capital of the Company was increased from £300,000,000 to £600,000,000 by the creation of 300,000,000 ordinary shares of £1 each.

On the 28/1/2002, the capital of the Company was increased from £600,000,000 to £1,100,000,000 by the Creation of 500,000,000 Ordinary shares of £1 each.

On 19 December 2003, the capital of the company was increased from £1,100,000,000 to £2,100,000,000 by the creation of 1,000,000,000 Ordinary shares of £1 each.

On 17 December 2004, the capital of the company was increased from £2,100,000,000 to £3,100,000,000 by the creation of 1,000,000,000 Ordinary shares of £1 each.

On 28 June 2006, the capital of the company was increased from £3,100,000,000 to 4,000,000,000 by the creation of 900,000,000 Ordinary shares of £1 each.

ORDINARY RESOLUTION

Received for filing in Electronic Format on the: 12/07/2006

Company Number **02180206**

Company Name **AVIVA INTERNATIONAL HOLDINGS LIMITED**
in full:

At A(n) EXTRAORDINARY GENERAL MEETING of the above company duly convened and held at:

**ST HELEN'S
UNDERSHAFT
LONDON
UNITED KINGDOM
EC3P 3DQ**

The following ORDINARY RESOLUTION was duly passed: 28/06/2006

The authorised share capital of the company increased to:

<i>Amount:</i>	4000000000 GBP
<i>Number of shares:</i>	9000000000
<i>Value of each share:</i>	1 GBP

Company Number: 2180206

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

COMPANIES ACT 1985

ORDINARY AND SPECIAL RESOLUTIONS

OF

COMMERCIAL UNION INTERNATIONAL HOLDINGS LIMITED

Passed on 17 December 2004

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 £2,100,000,000 to £3,100,000,000 by the creation of an additional 1,000,000,000 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 £3,100,000,000 such authority to expire on 16 December 2009. 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

Company Number: 2180206

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS
OF
COMMERCIAL UNION INTERNATIONAL HOLDINGS 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:

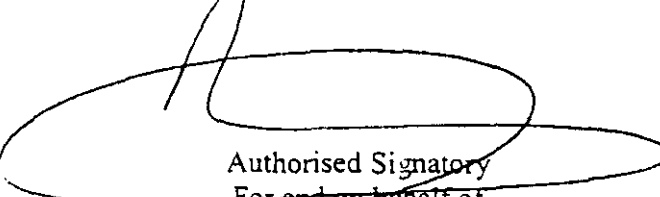
Ordinary Resolution

THAT the authorised share capital of the Company be and is hereby increased from £1,100,000,000 to £2,100,000,000 by the creation of an additional 1,000,000,000 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 £1,000,000,000 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