

Company No 2180206

Aviva International Holdings Limited
(the "Company")

RESOLUTIONS IN WRITING

Authorisation of conflicts of interest and amendment of the Company's Articles of Association

We, the undersigned, being the sole member entitled at the circulation date of these resolutions to attend and vote at general meetings of the Company hereby resolve in accordance with Chapter 2, Part 13 of the Companies Act 2006 that the following resolutions be approved as an ordinary resolution and as special resolutions of the Company

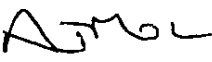
Ordinary Resolution

That the Board may (in accordance with the provisions of the Companies Act 2006 and subject to the provisions of the Company's Articles of Association) authorise any matter proposed or declared to it which would, if not so authorised, involve a breach of duty to avoid conflicts of interest by a director under section 175 of the Companies Act 2006

Special Resolution

That any Director of the Company be authorised for the purposes of section 175 of the Companies Act 2006 to

- (i) hold office as a director of any other subsidiary undertaking of Aviva plc, and
- (ii) hold any other office or any employment with any other subsidiary undertaking of Aviva plc


For and on behalf of
Aviva Insurance Limited
Dated 8 October 2008

Notes

- i) Circulation date 8 October 2008
- ii) Sign this document where indicated above
- 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
- iv) A copy of these resolutions have been sent to the auditors

THURSDAY



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09/10/2008

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