

Company Number 02199286

The Companies Acts 1985 To 1989

(Copy) Elective Resolutions of

Direct Line Life Insurance Company Limited

(Private Company Limited By Shares)

At an Annual General Meeting of the member of the above-named Company duly convened and held at 3 Princess Way, Redhill, Surrey RH1 1NP on 16 November 2005 the following resolutions were duly passed as Elective Resolutions:

ELECTIVE RESOLUTIONS

1. That, pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint Auditors annually.
2. That, pursuant to Section 252 Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the company in General Meeting for the current financial year and subsequent years.
3. That, pursuant to Section 366A Companies Act 1985, the Company hereby elects to dispense with the holding of an Annual General Meeting in 2006 and subsequent years.

Penny Hutchings

P A Hutchings
Company Secretary

