

**COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

ORDINARY RESOLUTIONS AND ELECTIVE RESOLUTIONS

OF

**RAC INSURANCE LIMITED
Passed on 18 October 2005**

At the Extraordinary General Meeting of the above-named Company, duly convened and held on 18 October 2005 at 8 Surrey Street, Norwich NR1 3NG, the following Ordinary Resolutions and Elective Resolutions were duly passed:


Ordinary Resolutions

1. THAT Messrs Ernst & Young LLP be appointed auditors in place of the retiring auditors, Messrs KPMG Audit Plc to act as such until the conclusion of the next general meeting of the Company at which the requirements of S.241(1) of the Companies Act 1985 should be complied with; and
2. THAT the Directors of the Company be authorised to fix their remuneration.

Elective Resolutions

3. THAT in accordance with Section 379A of the Companies Act 1985 ('the Act') with respect to the year ending 31 December 2005 and all subsequent years until this resolution is revoked:
 - (A) the provisions of Section 80A of the Act in relation to the giving or renewal of an authority to allot shares to allow the usual time limit of five years to be exceeded shall apply.
 - (B) The Company elects:
 - (i) pursuant to Section 252 of the Act, to dispense with the laying of the Directors' Report and Accounts before the Company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings;
 - (iii) pursuant to Section 369(4) and 378(3) of the Act, to reduce, from 95 per cent of the class to not less than 90 per cent, the percentage of shares required to be held by persons agreeing to an extraordinary general meeting (or to a resolution being passed as a special resolution) on short notice;
 - (iv) pursuant to Section 386 of the Act, to dispense with the appointment of auditors annually.

Certified to be a true extract


Authorised Signatory
For and on behalf of

Aviva Company Secretarial Services Limited
Company Secretary

