THE COMPANIES' ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

Resolutions

of

GENERAL ACCIDENT LIFE HOLDINGS LIMITED

pursuant to Section 380 of the Companies' Act 1985 as amended

PASSED ON 18TH SEPTEMBER 1992

By MEMBERS' WRITTEN RESOLUTIONS of the above named company pursuant to Section 381A of the Companies' Act 1985 as amended the following resolutions were duly passed on 18th September 1992:

ELECTIVE RESOLUTIONS

- 1. THAT the Company dispense with the obligation under Section 366(1) of the Companies' Act 1985 to hold annual general meetings in 1993 and subsequent years.
- THAT the Company dispense with the obligation under Section 241(1) of the Companies' Act 1985 as amended to lay directors' reports and annual accounts and auditors' reports thereon before the members in general meeting.
- 3. THAT the Company dispense with the obligations under Section 385 of the Companies' Act 1985 as amended to appoint auditors annually.

I A Chambers

Secretary

