

Company No 2403518

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

OF

AVIVA LIFE HOLDINGS UK LIMITED
(the "Company")

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being the sole member of the Company signify our agreement to and pass the following written resolutions as special resolutions on 6 JANUARY 2008

Special Resolutions

- (1) That the share premium account of £597,991,000 of the Company as at the date of the passing of this resolution be cancelled
- (2) That the authorised share capital of the Company be reduced from £5,242,200,000 to £3,640,191,000 and the issued share capital also be reduced from £5,230,840,913 to £3,628,831,913 by cancelling and extinguishing in full £1,602,009,000 ordinary shares of £1 each

ATM

Aviva Group Holdings Limited
Sole member

Notes

- i) Circulation date 6 JANUARY 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 28 days from the circulation date

THURSDAY



LUQKJGNB

LD1	14/01/2010	39
COMPANIES HOUSE		
LD1	13/01/2010	322
COMPANIES HOUSE		

14-1-10 339