

**NORWICH UNION PENSION TRUSTEES LIMITED ("the Company")**

**Written resolution of the Board of Directors made in accordance with the Articles of Association of the Company on 30 SEPTEMBER 2008**

**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

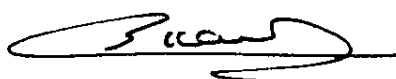
**Ordinary Resolution**

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 Norwich Union Life & Pensions Limited

CERTIFIED TO BE A TRUE  
AND COMPLETE COPY  
OF THE ORIGINAL

*E. L. Tootell, Solicitor, York*

WEDNESDAY



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29/10/2008

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COMPANIES HOUSE