

Company Number: 2704078

THE COMPANIES ACT 1985 (as amended)

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION OF
WORLDCOVER DIRECT LIMITED**

**in accordance with its
articles of association**

We, being the sole member of Worldcover Direct Limited (the "Company") who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with the articles of association of the Company, to pass the following special resolution as a written resolution.

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be and are hereby amended by:

(A) the addition of the following new article 30:

"30. Indemnity

Subject to the Act and any statutory provision applicable to the company, the company may indemnify any director of the company or of any associated company (as defined in the Act) against any liability and may purchase and maintain for any director of the company or of any associated company insurance against any liability.

Regulation 118 of Table A shall not apply."; and

(B) the addition of the following new article 31:

"31. Directors' Expenses

The company may also fund a director's expenditure on defending proceedings (whether civil or criminal) as provided in the Act or any statutory provision applicable to the company, or in connection with any application for relief from liability made by a director under the Act or any statutory provision applicable to the company.

Regulation 83 shall be extended accordingly."



SIGNATURE: 

for and on behalf of GENWORTH FINANCIAL UK HOLDINGS LIMITED.

DATE: 26 July 2005