

No: 2704078

THE COMPANIES ACT 1985

RESOLUTIONS IN WRITING

of

Worldcover Direct Limited

(the "Company")

PURSUANT TO SECTION 381A COMPANIES ACT 1985

WE, the undersigned, being all the members of the Company who would on the 26 day of July 2005 be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE:

ELECTIVE RESOLUTIONS

1. THAT pursuant to sections 366A and 379A Companies Act 1985 the Company hereby elects to dispense with the holding of annual general meetings in 2006 and subsequent years.
2. THAT pursuant to sections 252 and 379A Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.

The date of these resolutions is the date on which they were signed by the last of us to sign them.

Shareholder

GENWORTH FINANCIAL UK  
HOLDINGS LIMITED

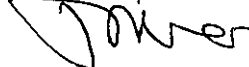
Signature

Date



26/07/05

This is a record made in accordance with section  
382A Companies Act 1985



Director/Secretary

