

THE COMPANIES ACTS 1985 TO 2006

A PUBLIC COMPANY LIMITED BY SH.

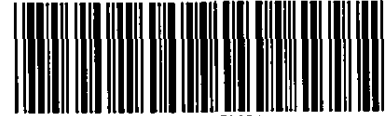
RESOLUTION

OF

SUFFOLK LIFE GROUP PLC

THURSDAY

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AO7	*A2H9H5K8*	11/12/2008	97
		COMPANIES HOUSE	
A22	*AIY4T4PG*	10/11/2008	97
		COMPANIES HOUSE	

At a General Meeting of the above named Company duly convened and held at Legal & General House, St Monica's Road, Kingswood, Surrey, KT20 6EU on 29 September 2008 the following resolution was passed as a Special Resolution

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the insertion of the following new article as article 148

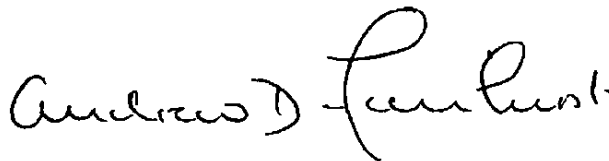
"Directors' Interests

148 Conflicts of Interest Requiring Board Authorisation

- (A) The board may, subject to the quorum and voting requirements set out in this article, authorise any matter which would otherwise involve a director breaching his duty under the Companies Acts to avoid conflicts of interest ("Conflict")
- (B) Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter the subject of a Conflict. Such proposal and any authority given by the board shall be effected in the same way that any other matter may be proposed to and resolved upon by the board under the provisions of these articles save that the relevant director shall not count towards the quorum nor vote on any resolution giving such authority
- (C) Where the board gives authority in relation to a Conflict
 - (i) the board may (whether at the time of giving the authority or subsequently) (a) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the board or otherwise) related to the Conflict, and (b) impose upon

the relevant director such other terms for the purpose of dealing with the Conflict as it may determine,

- (ii) the relevant director will be obliged to conduct himself in accordance with any terms imposed by the board in relation to the Conflict,
 - (iii) the board may provide that where the relevant director obtains (otherwise than through his position as a director of the company) information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use or apply the information in relation to the company's affairs, where to do so would amount to a breach of that confidence,
 - (iv) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded), and
 - (v) the board may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority
- (D) A director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the company for any remuneration, profit or other benefit realised by reason of his having any type of interest authorised under Article 148 and no contract shall be liable to be avoided on the grounds of a director having any type of interest authorised under Article 148
- (E) References in this article to a conflict of interest include a conflict of interest and duty and a conflict of duties "



A D Fairhurst
Secretary