

WRITTEN RESOLUTION

ST ANDREW'S LIFE ASSURANCE PLC

("the Company")

Registered Office:

St Andrew's House
Portsmouth Road
Esher Surrey
KT10 9SA

Registered in England and Wales No. 3104670

We the undersigned, being all the members of the above Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT IS RESOLVED THAT:

1. the authorised Share Capital of the Company be increased to £360,000,000 by the creation of 330,000,000 ordinary shares of £1 each to rank pari passu with the existing ordinary shares of the Company.
2. the Directors of the Company be authorised to allot at such times and from time to time as Directors may in their absolute discretion decide not more than 330,000,000 ordinary shares of £1 each to Halifax Life Limited or to such other person, firm or company as Halifax Life Limited may direct before the expiry of five calendar years from the date of the passing of this resolution.
3. section 89 of the Companies Act 1985 be disapplied in relation to any allotment of shares of the Company pursuant to the above resolution, up to a value of £330,000,000 at any time and to any person before the expiry of five calendar years from the date of the passing of this resolution.
4. the Secretary of the Company be instructed to file any return of the allotment and resolutions passed which require to be filed with the Registrar of Companies.

Date:

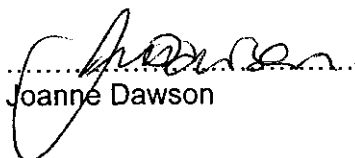
Signed:

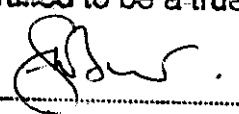
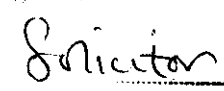


for and on behalf of Halifax Life Limited

22/05/06




Joanne Dawson

Certified to be a true copy	
	
Signed	
	1 June 2006
	Date