

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION OF  
WINTERTHUR LIFE UK LIMITED

(Passed on 27<sup>th</sup> July 2007)

Under a Resolution in Writing by the sole member of the above named company the following resolution was passed as a Special Resolution on 27<sup>th</sup> July 2007

**THAT** the Company's Articles of Association be amended to include the following new Article

**"Indemnity**

31 Subject to the provisions of the Companies Acts, the company may purchase and maintain for any director or other officer insurance against any liability and may indemnify any director or other officer to the fullest extent permitted by law from time to time "

FRIDAY



LD2 \*L19NYQZD\* 25/05/2012 #68  
COMPANIES HOUSE

*[Handwritten signature]*  
Secretary

No. 3116645

**COMPANIES ACT 1985 & COMPANIES ACT 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF**

**COLONIAL LIFE (UK) LIMITED**

(Passed on 28th May 1996)

On 28th May 1996 and pursuant to Section 381A of the Companies Act 1985 ("the Act"), the following Resolutions were duly signed by or on behalf of all the members of the above named company, the Resolution numbered 1 as an Elective Resolution and the Resolution numbered 2 as an Ordinary Resolution:

**RESOLUTIONS**

**THAT:**

1. The Company hereby elects:
  - (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
  - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
  - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.
2. The Directors of the Company are hereby authorised to fix annually the remuneration of the auditors.

— THIS RESOLUTION PROCESSED ONLY —  
— INFORMATION ONLY —

Secretary