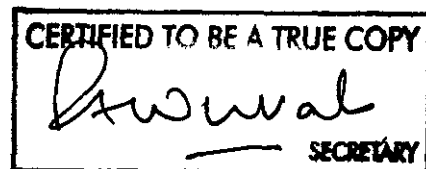**Registered Number: SC002116**

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS
OF
CGU INSURANCE PLC

Passed on 21 November 2005

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 1 Undershaft, London EC3P 3DQ, the following resolutions were duly passed as Ordinary and Special Resolutions of the Company:

Ordinary Resolutions

THAT:

1. The authorised share capital of the Company be increased from £3,000,000,000.00 to £3,385,000,000.00 by the creation of 1,540,000,000 ordinary shares of £0.25 each in the share capital of the Company having the rights and privileges and being subject to the limitations and restrictions attached thereto by the Articles of Association of the Company.

2. Pursuant to section 80 of the Companies Act 1985, the directors be generally and unconditionally authorised to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £600,000,000.00 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

3. In accordance with section 95(1) of the Companies Act 1985 the directors be and are hereby given power to allot equity securities (as defined in section 95(2) of that Act) pursuant to the authority conferred by Resolution 1 above as if section 89(1) of that Act did not apply to such allotment, such power to expire on the first anniversary of the date hereof.

Certified to be a true extract:

....
Director/~~Company Secretary~~

Presented by:

Aviva plc
Group Company Secretarial (Stuart Mead)
St Helens
1 Undershaft
London EC3P 3DQ