

Company Number: SC008140

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

OF

CGU BONUS LIMITED

Passed on 30 November 2004

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

Ordinary Resolution

THAT the authorised share capital of the Company be and is hereby increased from £77,000,000 to £157,000,000 by the creation of an additional 80,000,000 Ordinary Shares of £1 each.

Special Resolution

THAT the directors be and are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 ("CA 1985"), to allot and to make offers or agreements to allot relevant securities up to a maximum value of £157,000,000 such authority to expire on 29 November 2009. In accordance with Section 95(2) CA 1985, Section 89(1) CA 1985 shall not apply to such authority.

Certified to be a true extract



Authorised Signatory
For and on behalf of
Aviva Company Secretarial Services Limited
Secretary

