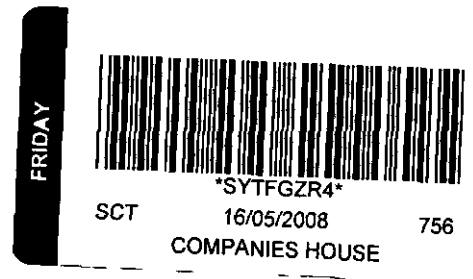


Company Number: SC085610



THE COMPANIES ACT 1985 (AS AMENDED)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

RESOLUTION FUND MANAGERS LIMITED

(the "Company")

By Written Resolution of the sole member of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following Resolutions were passed as Special Resolutions on 14 May 2008

Terms not otherwise defined shall have the meaning given to them in a senior facilities agreement dated 10 October 2007 and as amended and restated from time to time including by way of a deed of amendment dated 20 December 2007 with various financial institutions as names therein including Dresdner Bank AG, Niederlassung, Luxemburg as Agent and Security Trustee (as defined therein) (the "**Senior Facilities Agreement**")

- 1 **THAT** the Company approves the amendment of Clause III (15) of the Memorandum of Association of the Company relating to the objects of the Company by the insertion of an additional Clause III (15)(y) consisting of the following wording:

"(y) To give financial assistance directly or indirectly for the purpose of acquiring shares in the Company or any other company or to reduce or discharge any liability incurred for such purpose "

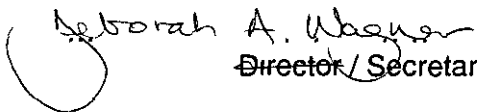
- 2 **THAT** the Company approves the execution of the following document

- (a) an intra group loan agreement under which the Company, Resolution Asset Management Limited, Pearl Group Holdings (No 1) Limited, Pearl Group Management Services Limited, Pearl Life Holdings Limited, Resolution Investment Services Limited, Phoenix Life Limited, Phoenix Pensions Limited, Phoenix and London Assurance Limited, Scottish Provident Limited, ScotProv Limited, Scottish Mutual Assurance Limited, Scottish Mutual International Holdings Limited and Scottish Mutual International Limited will make available loan facilities to Impala Holdings Limited ("**Bidco**") and certain other group companies (the "**Whitewash Loan Agreement**") to enable Bidco to, amongst other things, repay amounts lent to (or due from) Bidco including monies due from Bidco under a separate inter company loan agreement between Bidco and the Borrowers to allow the Borrowers to repay monies due under the Senior Facilities Agreement (the "**Bidco Loan Agreement**"),

on the basis that it is in the best interests of the Company to undertake the obligations it is undertaking in accordance with the terms thereof and, to the extent that any such accession or execution may constitute financial assistance within the

meaning of Section 152 of the Companies Act 1985 (as amended), THAT the Company hereby approves such financial assistance for the purposes of Section 155 of the Companies Act 1985 (as amended) as well as the procedure required to be followed for the purposes of giving such financial assistance

- 3 **THAT** the Company approves the performance of any other acts (including, without limitation, the payment of all fees to professionals, third parties and others) or the execution of any other documents (as the same shall be amended, supplemented, novated and/or replaced from time to time, ancillary or otherwise) relating to the acquisition of the Resolution Group by Bidco (or the financing or refinancing of either thereof), in each case by the Company where such acts are determined by the directors to be in the best interests of the Company and, to the extent that any such act or execution may constitute financial assistance within the meaning of Section 152 of the Companies Act 1985 (as amended), **THAT** the Company hereby approves such financial assistance for the purposes of Section 155 of the Companies Act 1985 (as amended) as well as the procedure required to be followed for the purposes of giving such financial assistance


Director/Secretary