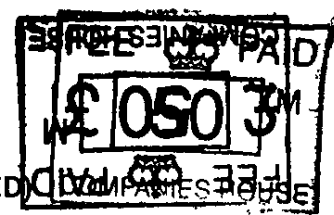


100762/200



THE COMPANIES ACT 1985 (AS AMENDED)

RESOLUTIONS

of

Britannic Assurance plc

(incorporated in England and Wales with registered number 3002)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 8 May 2007 the following resolutions were passed as special resolutions -

SPECIAL RESOLUTIONS

That

- 1 the Company be re-registered as a private company in accordance with section 53(1) of the Companies Act 1985,
- 2 the regulations annexed hereto be adopted as the new memorandum and articles of association of the Company in substitution for all existing regulations, and
- 3 the Company's name be changed to BA (GI) Limited

Chairman of the meeting

SATURDAY



A50 *AGZ60PH1* 12/05/2007 701
COMPANIES HOUSE