

**COMPANY NUMBER: 1341077**  
**COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS OF**  
**RAC COMMERCIAL ASSISTANCE LIMITED**  
(the "Company")

**Passed on: 1 December 2008**

Following a written resolution of the sole member of the Company, the following resolutions were passed as Ordinary and Special Resolutions:

**Authorisation of conflicts of interest**

**Ordinary Resolution**


That the Board may (in accordance with the provisions of the Companies Act 2006 and subject to the provisions of the Company's Articles of Association) authorise any matter proposed or declared to it which would, if not so authorised, involve a breach of duty to avoid conflicts of interest by a director under section 175 of the Companies Act 2006.

**Special Resolutions**

That any Director of the Company be authorised for the purposes of section 175 of the Companies Act 2006 to:

- (i) hold office as a director of any other subsidiary undertaking of Aviva plc; and
- (ii) hold any other office or any employment with any other subsidiary undertaking of Aviva plc.

Certified to be a true extract

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

