

THE COMPANIES ACT 1985 (AS AMENDED)

RESOLUTION

of

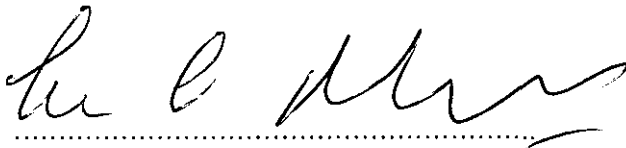
Century Group Limited

(incorporated in England and Wales with registered number 04052152)

On **3** November 2006 the following resolution (passed as a written resolution in accordance with the Company's articles of association) was passed as a special resolution:

SPECIAL RESOLUTION

That the authorised share capital of the Company be reduced from £64,025,500 divided into 64,025,500 ordinary shares of £1 each, to £1, comprising 1 ordinary share of £1, and that such reduction be effected by cancelling all of the unissued ordinary shares of the Company and 58,025,499 of the issued ordinary shares registered in the name of Resolution Life Limited.



On behalf of the shareholder

CA062840126

