

**RESOLUTION LIFE GROUP LIMITED (the "Company")**

**(COMPANY NUMBER 4560770)**

**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY  
IN LIEU OF AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

**PASSED ON 17 MAY 2007**

It is hereby resolved

- A that this resolution shall take effect as a special resolution,
- B that with immediate effect the articles of association of the Company be amended by the insertion of the following provision as article 30

"Regulation 103 of Table A shall not apply Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution, and the directors may direct that the payment of any such interim dividend be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights "



For and on behalf of  
**Resolution plc**

Dated ~~20~~ 17 May 2007

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TUESDAY



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22/05/2007

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