

Company No. 01649797

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTION IN WRITING**

of

**THE GROWTH FUND LIMITED**

(the "Company")

We, being the sole member who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed as special resolutions

**SPECIAL RESOLUTIONS**

- 1 **THAT** the share capital of the Company be reduced from £54,642,318 to £1 00 by cancelling and extinguishing in full 54,642,317 ordinary shares of £1 00 each
- 2 **THAT** the amount arising upon the capital reduction being £54,642,317 be credited to the profit and loss account of the Company

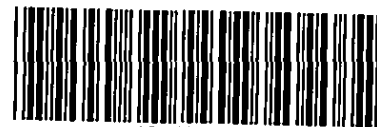
Signed

Print name

For and on behalf of  
Friends Life Limited

Dated 18 May 2016

THURSDAY



\*S57AIMFE\*  
SPE 19/05/2016 #226  
COMPANIES HOUSE

**Notes:**

- 1 The circulation date of this resolution is 17 May 2016 This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date Only such eligible members (or persons duly authorised on their behalf) should sign this resolution
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary
- 3 This resolution must be passed within 28 days of the date of its circulation If this resolution is not passed by such date it will lapse The agreement of a member to this resolution is ineffective if signified after this date
- 4 A copy of the solvency statement supporting this resolution is attached to this resolution