

SLC Financial Services (UK) Limited  
Company Number: 02169927

Circulation Date: 5 November 2012

Private company limited by shares - written resolutions of the Directors  
Directors. Janet Fuller and Neville Kent

1. Conversion of Share Capital

1 1 It was proposed that the 40,000,000 Preference Shares of £1 00 each in issue in the Company be converted into 40,000,000 Ordinary Shares of £1 00 each such shares to have the same rights and be subject to the same restrictions as the existing ordinary shares of £1 00 each in the capital of the Company as set out in the Company's current articles of association

1 2 THE DIRECTORS' UNANIMOUSLY RESOLVED

1 2 1 to approve the conversion, and

1 2 2 to circulate to the sole shareholder of the Company, for its consideration and approval, a special resolution "THAT, the 40,000,000 preference shares of £1 00 each in the issued share capital of the Company be re-designated into 40,000,000 ordinary shares of £1 00 each, such shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £1 00 each in the capital of the Company as set out in the Company's articles of association for the time being"

Agreement to Resolutions

The undersigned, being all the Directors of the Company, unanimously agree to the Resolutions

\_\_\_\_\_  
Janet Fuller  
Director  
Date



\_\_\_\_\_  
Neville Kent  
Director

Date 5<sup>th</sup> November 2012

THURSDAY



A35 \*A1LA5DG1\* 08/11/2012 #187  
COMPANIES HOUSE

**SLC Financial Services (UK) Limited**  
**Company Number: 02169927**

Circulation Date: *5 November* 2012

Private company limited by shares - written resolutions of the Directors  
Directors Janet Fuller and Neville Kent

**1. Conversion of Share Capital**

1 1 It was proposed that the 40,000,000 Preference Shares of £1 00 each in issue in the Company be converted into 40,000,000 Ordinary Shares of £1 00 each such shares to have the same rights and be subject to the same restrictions as the existing ordinary shares of £1 00 each in the capital of the Company as set out in the Company's current articles of association


1 2 THE DIRECTORS' UNANIMOUSLY RESOLVED

1 2 1 to approve the conversion, and

1 2 2 to circulate to the sole shareholder of the Company, for its consideration and approval, a special resolution "THAT, the 40,000,000 preference shares of £1 00 each in the issued share capital of the Company be re-designated into 40,000,000 ordinary shares of £1 00 each, such shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £1 00 each in the capital of the Company as set out in the Company's articles of association for the time being"

**Agreement to Resolutions**

The undersigned, being all the Directors of the Company, unanimously agree to the Resolutions

  
\_\_\_\_\_  
Janet Fuller  
Director  
Date *5/11/12*

\_\_\_\_\_  
Neville Kent  
Director  
Date

THURSDAY

COMPANIES HOUSE

WRITTEN RESOLUTION

of

SLC Financial Services (UK) Limited ("Company")

Company number: 02169927

Circulation Date: 5 November 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution

**Special Resolution:**

THAT, each of the 40,000,000 preference shares of £1 00 each in the issued share capital of the Company be re-designated into 40,000,000 ordinary shares of £1 00 each, such shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £1 00 each in the capital of the Company as set out in the Company's articles of association for the time being

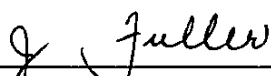
**Agreement to Special Resolution:**

Please read the notes at the end of this document before signifying your agreement to the special resolution

**Eligible member**

Sun Life of Canada UK Holdings Limited (company incorporated in England, company number 2939726) holding 1,252 Ordinary Shares of £1 00 each and 40,000,000 Preference Shares of £1 00 each in the Company, being all the shares and representing 100% of the voting rights of the shares in the Company

The undersigned, being the sole eligible member entitled to vote on the special resolution at the circulation date, hereby irrevocably and unanimously agrees to the special resolution

  
Signed for and on behalf of Sun Life of Canada UK Holdings Limited  
acting by its appointed corporate representative Janet Fuller

Date 5 November 2012

**NOTES**

- 1 If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Carter Court, 4 Davy Way, Quedgeley, Gloucester, Gloucestershire GL2 2DE, England

- 
- 2 If you do not agree with the resolution, you do not need to do anything. You will not be treated as having agreed if you do not reply.
  - 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
  - 4 The proposed resolution will lapse unless sufficient agreement is received within 28 days of the circulation date. If you agree with the resolution please return your signed copy within this period.
-

**WRITTEN RESOLUTION**

of

**SLC Financial Services (UK) Limited ("Company")**


**Company number: 02169927**

**Passed on: 5 November 2012**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed as a special resolution

**Special Resolution:**

THAT, each of the 40,000,000 preference shares of £1 00 each in the issued share capital of the Company be re-designated into 40,000,000 ordinary shares of £1 00 each, such shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £1 00 each in the capital of the Company as set out in the Company's articles of association for the time being

  
\_\_\_\_\_  
Director

