

**WRITTEN RESOLUTION**

of

**SLC Financial Services (UK) Limited ("Company")**  
**Company number: 02169927**

**Circulation Date: 13 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 the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued Ordinary Shares of £1 00 each in the Company

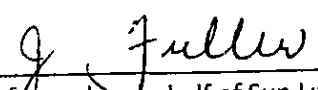
**Agreement to Special Resolution:**

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 40,001,252 Ordinary 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 13 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: 13 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 the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued Ordinary Shares of £1 00 each in the Company

Director

A handwritten signature in cursive script, appearing to read 'J. Fuller', is written over a horizontal line. The signature is positioned to the right of the word 'Director'.

SLC Financial Services (UK) Limited  
Company Number: 02169927

Circulation Date: 13 November 2012


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

**1. Reduction of Share Capital**


- 1 1 It was proposed that the Company cancel paid up share capital not represented by assets, and use the procedure permitted under Sections 641-644 of the Companies Act 2006 to do this (special resolution of members supported by a solvency statement)
- 1 2 A draft solvency statement was circulated to the Directors for consideration. It was noted that full enquiries had been made into the affairs, debts and liabilities of the Company, including contingent and prospective liabilities. The Company's internal accountants and tax advisers have confirmed that the amounts set out in the accounts have been properly determined and that they were not aware of anything to indicate that the opinion expressed in the draft solvency statement is unreasonable in the circumstances
- 1 3 THE DIRECTORS' UNANIMOUSLY RESOLVED
- 1 3 1 to sign the solvency statement, and
- 1 3 2 circulate to the sole shareholder of the Company, for its consideration and approval, a special resolution "THAT the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued Ordinary Shares of £1.00 each in the Company"

**Agreement to Resolutions**

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

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

Date 13 November 2012

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

Date 13 November 2012