

Company No 2407799

**Aviva Pension Trustees UK Limited  
(the "Company")**

WEDNESDAY



A42 \*A9JVLNFK\* 15/09/2010 405  
COMPANIES HOUSE

Written Resolution of **Aviva Life & Pensions UK Limited** being the Sole Shareholder of the Company, passed on 13 September 2010


We, the undersigned, being the Sole Shareholder of the Company who, at the circulation date of these resolutions would be entitled to attend and vote on the resolutions, RESOLVE, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolutions:

**Special Resolution**

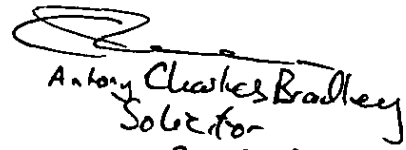
- 1 That the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Company's Articles of Association, and
- 2 That the new Articles of Association, in the form attached to these resolutions, be and are hereby adopted as the Articles of Association of the Company in substitution for the Company's existing Articles of Association, with immediate effect

**Ordinary Resolution**

- 1 That the Board of Directors of the Company be authorised, for so long as the Company has only one class of shares, to allot shares of that class and to grant rights to subscribe for or to convert any security into such shares, in accordance with section 550 of the Companies Act 2006

  
For and on behalf of  
**Aviva Life & Pensions UK Limited**  
Sole Shareholder

**CERTIFIED TO BE  
A TRUE COPY OF  
THE ORIGINAL**

  
Anthony Charles Bradley  
Solicitor  
13.09.2010

**Notes**

- i) Circulation date 3 September 2010
- ii) Sign this document where indicated above
- iii) Return the signed resolutions to an officer of the Company by hand or by post
- iv) These resolutions must be passed by 1 October 2010 after which the resolutions will lapse