

**WRITTEN RESOLUTION
OF
SUFFOLK LIFE GROUP LIMITED
(THE "COMPANY")**

We, the undersigned, being the sole member of the above named Company, for the time being, entitled to attend and vote at General Meetings hereby pass the following resolution and agree that the said resolution shall, pursuant to section 288 of the Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

THAT

- 1 The Share Premium Account of the Company be reduced by £7,146,389 60 from £ 7,146,389 60 to £nil by the cancellation of the Share Premium per ordinary share of £1 8143, with the reduction supported by a solvency statement (as attached), signed by each of the Company's directors

Passed on 10 September 2015


Signed for and on behalf of
Legal & General Retail Investments (Holdings) Limited

