

COMPANY NUMBER: 03087634

SKANDIA UK LIMITED
(the "Company")

Written Resolutions of the sole Member of the Company

Circulation date: 26 January 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution (the "**Resolutions**") is passed. It is further proposed that the Resolution is proposed as a special resolution.

SPECIAL RESOLUTION

For Against

- 1 THAT, the directors of the Company having on 26 January 2018 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced from £594,128,333.00 to £584,128,333.00 by cancelling £10,000,000 of the issued Ordinary Shares of £1.00 each in the capital of the Company.

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COMPANIES HOUSE

AGREEMENT

Before signifying your agreement to the Resolution, please read the notes at the end of this document.

The undersigned, a person entitled to vote on the Resolution on 26 January 2018, hereby irrevocably agrees to those Resolutions marked with an "X" in the column headed "For".

Signed on behalf of Old Mutual plc

..... I Jones

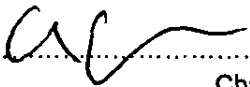
Date

..... 26/1/18

NOTES:

- 1 Please indicate whether you wish to vote for or against the Resolution by marking an "X" in the box next to the relevant Resolution headed "For" or "Against", then sign and date this document where indicated above and return it to the Company at its registered address.
- 2 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to any of the Resolutions, you may not revoke your agreement.
- 4 Unless, by midnight on the date which is 28 days from the date first stated above, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Resolution 1 was passed as a special resolution on 26 January 2018, with the signatory being the sole member of the Company.


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Chairman