

Company Number: **03232514**
Private Company Limited by Shares

**THE COMPANIES ACT 2006
WRITTEN RESOLUTION OF
LIVERPOOL VICTORIA INSURANCE COMPANY LIMITED (Company)
AMENDMENT TO ARTICLES OF ASSOCIATION**

Circulation Date: 5 February 2016

Pursuant to Chapter 2 Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that the following resolution is passed as a special resolution (Resolution):

Special Resolution

THAT the articles of association of the Company be amended by the insertion of a new paragraph 30.4 as set out below and that the subsequent paragraphs of article 30 be renumbered accordingly

"30.4 Any dividend may, at any point prior to its payment, be cancelled or deferred by the directors if they consider, in their sole discretion, that such cancellation or deferral is or may be necessary or appropriate in order to meet any applicable capital or solvency requirement applicable to the company or its parent undertakings or subsidiary undertakings. Accordingly, notwithstanding the terms of any ordinary resolution or directors' decision to declare or pay a dividend, the payment of the dividend shall be conditional on the directors not cancelling or deferring the dividend prior to payment for the reasons set out in this article, whether or not the payment was expressed to be conditional in the relevant resolution or decision. If the directors act in good faith, they do not incur any liability to shareholders of the company or any of them for any decision to cancel or defer a dividend in accordance with this article."

Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the date on which this document is circulated, hereby irrevocably agrees to the Resolution:

Signature



For and on behalf of Liverpool Victoria General Insurance Group Limited

Date 11 FEBRUARY 2016

TUESDAY



A16 16/02/2016 #15
COMPANIES HOUSE

Notes.

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by either hand or post to:
Andrew Johnson, Company Secretariat, LV=, Victoria House, County Gates, Bournemouth, BH1 2NF.
2. If you do not agree to the Resolution, you do not need to do anything as you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the date which is 28 days from the circulation date referred to above, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us by this date.