

SPECIAL RESOLUTIONS

OF

AXA Sun Life plc (the "Company")

Passed on Tuesday 8 March 2011

The following resolutions were duly passed as special resolutions on Tuesday 8 March 2011 at a general meeting of the Company duly convened and held on short notice at 100 Wood Street on Tuesday 8 March 2011

SPECIAL RESOLUTIONS

THAT

- (A) the Company be re-registered as a private limited company under the Companies Act 2006,
- (B) the name of the Company be changed to Friends Life Company Limited,
- (C) the Memorandum of Association of the Company be amended as follows
 - (i) that clause 1 of the Memorandum of Association be replaced by "The name of the Company is "Friends Life Company Limited",
 - (ii) that clause 2 of the Memorandum of Association be deleted

Signed



Director / ~~Company secretary~~

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