

Company No 3347383

Private company limited by shares

WRITTEN RESOLUTION

OF

OLD MUTUAL ASSET MANAGERS HOLDING (UK) LIMITED (Company)

Circulation date: 10 October 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), it is proposed by the directors that the resolution below is passed as a special resolution

SPECIAL RESOLUTION

That the share capital of the Company be and is hereby reduced by cancelling and extinguishing 28,499,999 Ordinary Shares of £1 each in the capital of the Company registered in the name of Old Mutual Financial Services (UK) Limited

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on the date on which this resolution is circulated, hereby irrevocably agrees to the Special Resolution

Signature



Name Martin Murray
Duly authorised for and on behalf of
Old Mutual Financial Services (UK) Limited

Date of signature 10 October 2012

NOTES

- 1 Please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by post to Miranda Telfer, Secretary, Old Mutual Asset Managers Holding (UK) Limited, 2 Lambeth Hill, London EC4P 4WR
- 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 Your agreement is irrevocable which means that once you have indicated your agreement to the resolution, you may not change your mind
- 4 Unless, by the date which is 28 days from the circulation date specified above, sufficient agreement has been received for the resolution to pass, it will lapse. However, the solvency statement which is at Annex 1 must be made not more than 15 days before the date on which the resolution is passed. If you agree to the resolution, please ensure your agreement reaches us within 15 days of the date of the solvency statement

FRIDAY



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COMPANIES HOUSE