

Company number 3351613 03551613

SPECIAL RESOLUTIONS

OF

AMP (UK) Finance Services plc (Company)

Passed on 21 June 2010

The following resolutions were duly passed as Special Resolutions at the Annual General Meeting of the Company that was duly convened and held on 21 June 2010

1. SPECIAL RESOLUTIONS

IT WAS RESOLVED TO APPROVE THE FOLLOWING CHANGES TO THE ARTICLES

- (a) That the current articles 9 1 1 and 9 1 2 of the Company's Articles of Association be deleted and replaced with a new article 9 1 1 which states that

"Without prejudice to the obligations of any Director to disclose his interest in accordance with section 177 of the Companies Act 2006, a Director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. The director must be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes, his vote must be counted."

And existing articles 9 1 3 and 9 1 4 be renumbered as articles 9 1 2 and 9 1 3 accordingly

- (b). That the following provisions be inserted as articles 10 to 18 of the Company's Articles of Association under the heading "Conflicts of Interest" and that articles 10 to 12 in the existing Articles of Association be renumbered in the new Articles of Association as articles 19, 20 and 21 accordingly

"Authorisation under s175 of the Companies Act 2006"

THURSDAY



A38

ADRAJP73

18/11/2010

155

COMPANIES HOUSE

- 10 For the purposes of section 175 of the Companies Act 2006, the directors may authorise any matter proposed to them in accordance with these articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the company. Any such authorisation will be effective only if
- (A) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and
 - (B) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted
- 11 The directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time.
- 12 For the purposes of these presents, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

Director may contract with the company and hold other offices etc

- 13 Provided that a director has disclosed to the directors the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 apply, in which case no such disclosure is required) a director notwithstanding his office
- a may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested,
 - b may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director, and
 - c may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate
 - i in which the company is (directly or indirectly) interested as shareholder or otherwise, or
 - ii which is the parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company, or
 - iii with which he has such a relationship at the request or direction of the company or any parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company

Remuneration, benefits etc

14 A director shall not, by reason of his office, be accountable to the company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate

(A) the acceptance, entry into or existence of which has been approved by the directors pursuant to article 10 (subject, in any such case, to any limits or conditions to which such approval was subject), or

(B) which he is permitted to hold or enter into by virtue of article 13

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006

Notification of interests

15 Any disclosure required by article 13 may be made at a meeting of the directors, by notice in writing or by general notice or otherwise in accordance with section 177 of the Companies Act 2006

Duty of confidentiality to another person

16 A director shall be under no duty to the company with respect to any information which he obtains or has obtained otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article applies only if the existence of that relationship has been approved by the directors pursuant to article 10. In particular, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 because he fails

(A) to disclose any such information to the directors or to any director or other officer or employee of the company, and/or

(B) to use or apply any such information in performing his duties as a director of the company

Consequences of authorisation

17 Where the existence of a director's relationship with another person has been approved by the Directors pursuant to article 10 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties owed to the company by virtue of sections 171 to 177 of the Companies Act 2006 because he

(A) absents himself from meetings of the directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise, and/or

(B) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the company and/or for such documents and information to be received and read by a professional adviser

for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists

Without prejudice to equitable principles or rule of law

18 The provisions of articles 16 and 17 are without prejudice to any equitable principle or rule of law which may excuse the director from

(A) disclosing information, in circumstances where disclosure would otherwise be required under these articles, or

(B) attending meetings or discussions or receiving documents and information as referred to in article 109 in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles "

(c). That the provisions currently contained in the Company's Memorandum of Association which have been transferred from the Memorandum of Association to the Articles of Association as a result of the implementation of the Companies Act 2006 be deleted

SIGNED



For and on behalf of AMP (UK) Finance Services Plc
- Company secretary

THE COMPANIES ACTS 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

AMP (UK) Finance Services plc

A38

18/11/2010
COMPANIES HOUSE

154

1 PRELIMINARY

1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company

1 2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

2 ALLOTMENT OF SHARES

2 1 Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the directors who may (subject to sections 80 and 89 of the Act and to Articles 2 2 and 2 3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit

2 2 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution

2 3 The directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under Article 2 2 above as if section 89(1) of the Act did not apply. This power shall enable the directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry

2 4 Save as authorised by the Act, the Company shall not give, whether directly or indirectly,

any financial assistance for the acquisition of shares or other securities of the Company or of its holding company (as defined by Section 736 of the Act)

2 5 Save as permitted by section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium

3 SHARES

3 1 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

4 GENERAL MEETINGS AND RESOLUTIONS

4 1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company

4 2 1 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved

4 2 2 Regulation 41 in Table A shall not apply to the Company

4 3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting Regulation 53 in Table A shall be read and construed accordingly

4.4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy Regulation 54 in Table A shall be modified accordingly

4 5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting

5 APPOINTMENT OF DIRECTORS

5 1 1 Regulation 64 in Table A shall not apply to the Company

5.1 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution Subject to and in default of any such

determination there shall be no maximum number of directors and the minimum number of directors shall be two

5 2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company

5 3 No person shall be appointed a director at any general meeting unless either -

A he is recommended by the directors, or

B not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

5 4 1 Subject to Article 5 3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director,

5 4 2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 5 1 2 above as the maximum number of directors and for the time being in force

6 BORROWING POWERS

6 1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

7 ALTERNATE DIRECTORS

7 1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly

7 2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

8 GRATUITIES AND PENSIONS

8 1 1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be

entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

8 1 2 Regulation 87 in Table A shall not apply to the Company

9 PROCEEDINGS OF DIRECTORS

9 1 1 "Without prejudice to the obligations of any Director to disclose his interest in accordance with section 177 of the Companies Act 2006, a Director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. The director must be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes, his vote must be counted."

9 1 2 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

9 1 3 A meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to others, and to be heard by each of the other simultaneously. A director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the then meeting is. The word meeting in the Articles shall be construed accordingly.

10 CONFLICTS OF INTEREST

10 1 For the purposes of section 175 of the Companies Act 2006, the directors may authorise any matter proposed to them in accordance with these articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company. Any such authorisation will be effective only if

- A any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and
- B the matter was agreed to without their voting or would have been agreed to if their votes had not been counted

11 The directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time.

12 For the purposes of these presents, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

13 Provided that a director has disclosed to the directors the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 apply, in which case no such disclosure is required) a director notwithstanding his office

- A may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
- B may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director, and
- C may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate
 - i in which the Company is (directly or indirectly) interested as shareholder or otherwise, or
 - ii which is the parent undertaking of the Company or a subsidiary undertaking of any parent undertaking of the company, or
 - iii with which he has such a relationship at the request or direction of the Company or any parent undertaking of the Company or a subsidiary undertaking of any parent undertaking of the Company

Remuneration, benefits etc

14 A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate

- A the acceptance, entry into or existence of which has been approved by the directors pursuant to article 10 (subject, in any such case, to any limits or conditions to which such approval was subject), or
- B which he is permitted to hold or enter into by virtue of article 13

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006

Notification of interests

15 Any disclosure required by article 13 may be made at a meeting of the directors, by notice in writing or by general notice or otherwise in accordance with section 177 of the Companies Act 2006

Duty of confidentiality to another person

16 A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article applies only if the existence of that relationship has been approved by the directors pursuant to article 10. In particular, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 because he fails

- A to disclose any such information to the directors or to any director or other officer or employee of the Company, and/or
- B to use or apply any such information in performing his duties as a director of the Company

Consequences of authorisation

17 Where the existence of a director's relationship with another person has been approved by the directors pursuant to article 10 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties owed to the Company by virtue of sections 171 to 177 of the Companies Act 2006 because he

- A absents himself from meetings of the directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise, and/or
- B makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser

for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists

Without prejudice to equitable principles or rule of law

18 The provisions of articles 16 and 17 are without prejudice to any equitable principle or rule of law which may excuse the director from

- A disclosing information, in circumstances where disclosure would otherwise be required under these articles, or
- B attending meetings or discussions or receiving documents and information as referred to in article 17 in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles "

19 THE SEAL

10 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

19 2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

20 NOTICES

20 1 Without prejudice to regulations 112 to 116 inclusive in Table A, the Company may give notice to a member by electronic means provided that -

20 1 1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means, and

20 1 2 the electronic means used by the Company enables the member concerned to read the text of the notice.

20 2 A notice given to a member personally or in a form permitted by Article 20 1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.

20 3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 20 1 above.

20 4 In this article "electronic" means actuated by electric, magnetic, electromagnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

21 INDEMNITY

21 1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

21 2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310 (1) of the Act.

21 3 Regulation 118 in Table A shall not apply to the Company.

Names and addresses of Subscribers

1 For and on behalf of Instant Companies Limited 1 Mitchell
Lane
Bristol BS1 6BU

For and on behalf of Swift Incorporations Limited 1 Mitchell Lane
Bristol BS 1 6BU

Dated 16th April 1998

Witness to the above Signatures>

Mark Anderson

Mark Anderson
1 Mitchell Lane
Bristol BS1 6B