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26/08/2016

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COMPANIES HOUSE

Company number **3579650**
Private company limited by shares

I hereby certify that this is a true copy of the original

Karen Miley 25/08/16
SOLICITOR KAREN FLAHERTY DATE
SCA ID 23462

WRITTEN RESOLUTION

OF

Liverpool Victoria Portfolio Managers Limited ("Company")

Circulation date 28th July 2016

Pursuant to Chapter 2 of 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

- 1 That the share capital of the Company be reduced by cancelling a total of **3,499,999** ordinary shares of £1 00 in the capital of the Company registered in the name of the sole shareholder, Liverpool Victoria Friendly Society Limited (with an aggregate nominal value of **£3,499,999**) subject to the relevant documents being registered by the Registrar of Companies in accordance with the Act and
 - 1 1 repaying a dividend to the sum of **£3,499,999** to Liverpool Victoria Friendly Society Limited as contemplated by section 641(4)(b)(ii) of the Act

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 the sole shareholder, Liverpool Victoria Friendly Society Limited

Date

28/07/2016

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 using one of the following methods
 - **By Hand** delivering the signed copy to the Company Secretary, Liverpool Victoria Portfolio Managers Limited, County Gates, Bournemouth BH1 2NF
 - **Post** returning the signed copy by post to the Company Secretary, Liverpool Victoria Portfolio Managers Limited, County Gates, Bournemouth BH1 2NF
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to **Secretariat@LV.com**.
- 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 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 before or during this date

- 5 As regards joint holders of shares, according to section 286 of the Act, the vote of the senior holder who votes (and any proxies duly authorised by him) may be counted by the Company. The senior holder of a share 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.