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Company number: 03871316

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

of

CORNERFORD LIMITED

(the "Company")

Date: 25 January **2021 (the "Circulation Date")**

1 **BACKGROUND**

1.1 It is noted that the Company adopted its current articles of association on 1 December 2010 (the "**Existing Articles**").

1.2 It is proposed that the Company adopt new articles of association in the form attached to these resolutions (the "**New Articles**") to rectify the position of the Existing Articles, which erroneously omitted to refer to the separate classes of shares.

1.3 It is further noted that it remained the intention of the Company and its sole member, for the period between the adoption of the Existing Articles and the date of this resolution:

1.3.1 for the Company's share capital to comprise of the following shares:

(a) 1 A ordinary share of £1;

(b) 99 B ordinary shares of £1 each; and

(c) 1,505,021 cumulative preference shares of £1 each,

(together, the "**Shares**"), and

1.3.2 for the Shares to have the rights and entitlements set out in the articles of association of the Company adopted on 18 October 2001 (and filed at Companies House on 10 May 2002) (the "**Previous Articles**").

2 **SPECIAL RESOLUTION**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being at the date hereof the sole member of the Company, agree to the following resolution being passed:

2.1 That the New Articles, be and are hereby adopted as the articles of association of the Company in substitution for the Existing Articles, with immediate effect.

2.2 That it remained the sole member's intention, for the period between the adoption of the Existing Articles and the date of this resolution, for: (i) the Company's share capital to comprise the Shares; and (ii) the Shares to have the rights and entitlements set out in the Previous Articles.

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3 **FILING**

That the Company's solicitors be authorised to file at Companies House any necessary forms on behalf of the Company to note the resolutions approved herein.

Please read the notes below before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the resolutions.

DocuSigned by:

Signed by .....7BA852614555478.....

for and on behalf of **AVIVA LIFE & PENSIONS UK LIMITED**

Date: 25 January 2021

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Notes

1 If you agree with the resolution, please signify your agreement by signing and dating this document and returning it to the Company by hand or by post at 25 January 2021, in either case marked for the attention of the Company Secretary. Alternatively, send an email to the Company setting out your agreement to the resolutions.

2 Once you have indicated your agreement to the resolutions you may not revoke your agreement.

3 If you do not agree with the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

4 If, by the end of the period of 28 days beginning with the Circulation Date insufficient agreement has been received for the resolutions to pass, it will lapse.

5 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.