

Company number 4719160

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BANKHALL INVESTMENT FINANCE LIMITED ("the Company")

24 March 2010 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution
(Resolution)

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by deleting the present article 22 and replacing it with the following new article 22 -

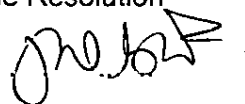
"22 The number of Directors of the Company shall be not less than one "

AGREEMENT

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

The undersigned, being all the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed by a director for and on
behalf of Skandia UK Limited
Date 27/3/2010



Signed by a director for and on
behalf of Skandia Life Assurance
(Holdings) Limited
Date

Signed by a director for and on
behalf of Aviva Life Holdings UK
Limited
Date



NOTES

1 If you agree with 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 Post** returning the signed copy by post to Katherine Allen, Legal Services, Skandia UK, Head Office, PO Box 37, Skandia House, Portland Terrace, Southampton, SO14 7AY
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to katherine.allen@skandia.co.uk Please then return the original signed copy by post to the address stated above

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 21 April 2010, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

4 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