

Company no: 04914698

**The Companies Act 2006**

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**WRITTEN RESOLUTION**  
**of**  
**AXA PARTNERS HOLDINGS LIMITED**  
**(the "Company")**  
**in accordance with Chapter 2 of Part 13 of the Companies Act 2006**

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13<sup>th</sup> December 2017 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of AXA Partners Holdings Limited (the "**Company**") propose that.

- Resolution 1 below is passed as special resolutions (the "**Special Resolutions**")


**Special Resolutions:**

- 1 **That** the issued share capital of the Company be and is reduced from £ 542,559,984 of ordinary shares of £1 each fully paid to £ 342,559,985 of ordinary shares of £1 each fully paid by cancelling £ 200,000,000 paid up issued ordinary shares of £1 each and share premium of £32,318,608 held by the Company's sole shareholder, AXA S A

**Important:**

**Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.**

The undersigned, being the sole person entitled to vote on the resolutions on the Circulation Date (see Note 4), hereby irrevocably agrees to the Special Resolution.



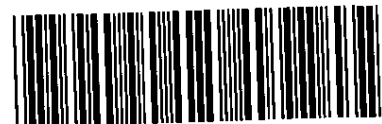
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Thomas Buberl

Chief Executive Officer  
for and on behalf of  
**AXA S.A**

Number of ordinary shares. 342,559,985

Date: 15 December 2017

THURSDAY



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21/12/2017  
COMPANIES HOUSE