

Company Number: **5636081**
Private Company Limited by Shares

**THE COMPANIES ACT 2006
WRITTEN RESOLUTION OF
LV INSURANCE MANAGEMENT LIMITED (Company)
SHARE CAPITAL REDUCTION OF THE COMPANY**

Circulation Date: 22nd November 2013

Pursuant to Chapter 2 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

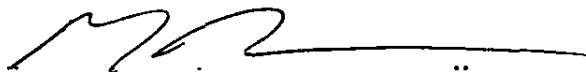
1. That the share capital of the Company be reduced by:
 - 1.1 cancelling a total of 4m Ordinary 'A' £1 shares in the capital of the Company registered in the name of Liverpool Victoria General Insurance Group Limited and Liverpool Victoria Friendly Society Limited (with an aggregate nominal value of £4m and reduced proportionately to shareholdings); and
 - 1.2 paying the aggregate sum of £4m into the profit and loss account of the Company where it shall be available for distribution at a future date

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 shareholder of the Company, Liverpool Victoria Friendly Society Limited

Date

22/11/13

Notes:

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

A. J. ...
SOLICITOR 6/12/17

SATURDAY



A33 *A2MPREQ8* 07/12/2013 #3
COMPANIES HOUSE

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Signature

For and on behalf of the shareholder of the Company, Liverpool Victoria General Insurance Group Limited

Date

22.11.13

Notes:

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

Copy of the original
A. J. [Signature] A. J. [Signature]
SOLICITOR 6/12/13

COMPANIES HOUSE