

No 06054422

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES

Rothsay Assurance Limited (the "Company")  
Written Resolution of the Members of the Company

Circulation date: 22 DECEMBER 2017

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

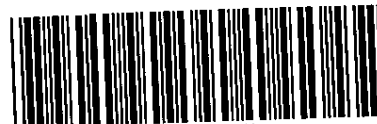
**SPECIAL RESOLUTION**

- 1.1 **THAT** the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued ordinary shares of £1 00 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be repaid to the holder of those shares

CERTIFIED TO BE A TRUE COPY  
OF THE ORIGINAL SEEN BY ME

Signed: Phoebe Burnett  
Date: 22 DECEMBER 2017  
Name: Phoebe Burnett  
Profession: Solicitor (SRA ID 501921)  
Address: Level 25 The Leadenhall Building  
122 Leadenhall Street  
London EC3V 4AB

FRIDAY



LD1 \*L6LSIJNU\* 22/12/2017 #74  
COMPANIES HOUSE

## AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Resolutions

The undersigned, the sole person entitled to vote on the Resolution on 22 DECEMBER 2017, hereby irrevocably agrees to the Resolution

Signed by ANDREW STOKER for and on behalf of **Rothsay Life Plc**



Date

22 DECEMBER 2017

### 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 hand** delivering the signed copy to the Company Secretary, at Level 25 The Leadenhall Building 122 Leadenhall Street London, United Kingdom, EC3V 4AB
  - **By post** returning the signed copy by post marked for the attention of the Company Secretary, Level 25, The Leadenhall Building, 122 Leadenhall Street, London, United Kingdom, EC3V 4AB.
  - **By e-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [generalcounsel@rothsaylife.com](mailto:generalcounsel@rothsaylife.com) Please enter "RAL Written Resolution" in the e-mail subject box
- 2 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
- 3 Any alterations to this document should be clearly legible and initialled
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 5 Unless, by midnight on 6 JANUARY <sup>2018</sup> ~~2017~~, 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 this time
- 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