

**Impala Holdings Limited**  
**(Company Number: 06306909)**  
**Private Company Limited By Shares**  
**(the 'Company')**

**WRITTEN SPECIAL RESOLUTION OF THE SOLE MEMBER OF THE COMPANY  
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

Circulated on 15 October 2020 (*the Circulation Date*)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that each of the following resolutions be passed as a Special Resolution (the "**Resolution**") and that the Resolution shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held.

**SPECIAL RESOLUTIONS**

**THAT** the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which would otherwise, by virtue of section 28 Companies Act 2006, be treated as provisions of the Company's Articles of Association.

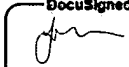
**THAT** the Articles of Association, in the form of the print attached to this Resolution, be adopted with immediate effect as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

**AGREEMENT**

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

Phoenix Life Holdings Limited, being the sole member of the Company and entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed for and on behalf of Phoenix Life Holdings Limited

DocuSigned by:  
  
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15 October 2020

Date:

**NOTES**

1. You can choose to agree to the Resolution or not. If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning the signed version for the attention of the Company Secretary at 1 Wythall Green Way, Wythall, Birmingham, B47 6WG.
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. Once you have indicated your agreement to the Resolution you may not revoke your agreement.
4. Unless, by the end of 28 days from the Circulation Date set out in the Written Resolution, 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. Agreement will be ineffective if received after this date.

Classification: Confidential

