

6718989

**St. James's Place Reassurance (2009) Limited
(the "Company")**

**Resolutions in Writing of the Sole Member of the Company as proposed by the directors
pursuant to Section 288(3)(a) of the Companies Act 2006 (the "Act")**

Ordinary Resolutions

IT IS HEREBY RESOLVED:-

- 1** THAT the capital of the Company be increased from £100 to £5,000,000 by the creation of a further 4,999,900 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
- 2** THAT:-
 - 2.1** the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £5,000,000;
 - 2.2** by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and
 - 2.3** words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this resolution.

Special Resolution

- 3** THAT the Articles of Association of the Company be and are hereby altered as follows:-
 - 3.1** by deleting the existing Article 2 and substituting therefore the following new Article 2:-
"2 The share capital of the Company is £5,000,000 divided into 5,000,000 ordinary shares of £1 each."
 - 3.2** by deleting the existing sub-clause 3.2 and 3.3 and re-numbering sub-clauses 3.4 and 3.5 as 3.2 and 3.3 respectively.



For and on behalf of St. James's Place UK
Plc

10 December 2008

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 Hand:** delivering the signed copy to Matt Armitage, Deputy Company Secretary, St. James's Place plc
- 2 If you have received the Resolution by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolution. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolution.
- 3 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.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 Unless, by midnight on 28 days after [*the circulation date*] 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.