

Company Number: 6718989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

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

14 May 2014 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that each of the following resolutions is passed as a special resolution (together, the "**Resolutions**")

SPECIAL RESOLUTIONS

- 1 THAT the share capital of the Company be reduced from £5,000,000 to £1 by the cancellation and extinguishment of 4,999,999 issued ordinary shares of £1 each in the capital of the Company held by St James's Place UK plc ("**SJPUK**"), the "**Capital Reduction**"
- 2 THAT subject to and conditional upon the passing of resolution 1 above, and on the Capital Reduction becoming effective in accordance with section 644(4) of the Act, the directors be and are authorised and directed, including pursuant to articles 35 1 and 39 1 of the articles of association of the Company, to pay an interim dividend of an amount of £5,400,833 88, such dividend to be satisfied, on the recommendation of the directors of the Company, by the distribution of the cash and intercompany receivable owing by St James's Place UK plc to the Company

AGREEMENT

We have read the statement comprised in the notes at the end of this document before signifying our agreement to these Resolutions

We hereby irrevocably agree to these Resolutions


DATED this 14th day of May 2014



Signed by _____
Duly authorised to sign for and on behalf of
St James's Place UK plc

NOTES



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- 1 You can choose to agree to all of these Resolutions or neither of them but you cannot agree to only one of them. If you agree with these Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at St James's Place House, 1 Tetbury Road, Cirencester GL7 1FP.

If you do not agree to these Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to these Resolutions, you may not revoke your agreement.
- 3 Unless, by 15 days after the Circulation Date, sufficient agreement has been received for these Resolutions to pass, they will lapse. If you agree to these Resolutions, please ensure that your agreement reaches us before this date.