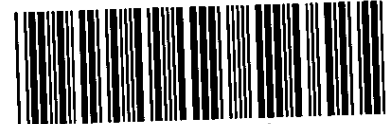


Company No. 07304839

TUESDAY



LD1 \*L8DQCGR4\* #19  
10/09/2019  
COMPANIES HOUSE

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTION IN WRITING**

of

**FRIENDS LIFE FUNDS LIMITED**

(the "Company")

We, being the sole member who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed as special resolutions:

**SPECIAL RESOLUTIONS**

1. **That** the share capital of the Company be reduced from £17,000,000 to £1 by cancelling and extinguishing in full:
  - a. 17,000,000 ordinary shares of £1 each.

Signed

Dave O'Clayke

For and on behalf of Aviva Investors Holdings Limited

Dated:

9 September 2019