

RESOLUTIONS

OF

Friends Provident Management Services Limited (the "Company")

COMPANY NUMBER: 983330

Passed on 7 December 2012

The following resolutions were duly passed as written resolutions of the sole member of the company, resolutions (A), (B) and (C) having been proposed as special resolutions and resolution (D) having been proposed as an ordinary resolution

SPECIAL RESOLUTIONS

That

- (A) the Company change its name to Friends Life Management Services Limited,
- (B) on the change of name, the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
- (C) the regulations contained in the document attached to this Resolution and marked "A" for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, and

ORDINARY RESOLUTION:

That

- (D) the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985

Signed



Director/ Company Secretary

Print Name

MARK VERSEY

MONDAY



LD1 10/12/2012 #206
COMPANIES HOUSE



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 983330

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

FRIENDS PROVIDENT MANAGEMENT SERVICES LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

FRIENDS LIFE MANAGEMENT SERVICES LIMITED

Given at Companies House on **10th December 2012**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**