

A PRIVATE COMPANY LIMITED BY SHARES

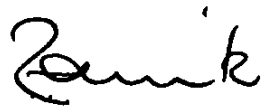
ALLIANZ EUROPE LIMITED
Company Number: 01571671 (the "Company")

**CONSENT TO VARIATION OF CLASS RIGHTS IN ACCORDANCE WITH SECTION 630 OF
THE COMPANIES ACT 2006**

We, being the registered holder of all the issued ordinary B shares of £1 each (the "**B Shares**") in the capital of the Company, hereby consent to and sanction any variation or abrogation of the rights attaching to such B Shares to be effected by the passing of the following special resolution to be passed as a written resolution of the Company on or around the date of this consent

That the share capital of the Company be reduced by cancelling and extinguishing 6,865,013,076 issued ordinary B shares of £1 00 each

Signed



For and on behalf of
ALLIANZ EUROPE B V

Name

J C M Zarnitz, Director

C Bunschoten, Director

Date

14 12 2011

MONDAY



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COMPANIES HOUSE