

Company Number: 01571671

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**ALLIANZ EUROPE LIMITED (the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTION**

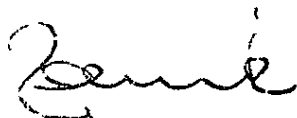
THAT the articles of association of the Company be amended by the addition of the following new article

**"34 Interim dividend payments**

34 1 Subject to the provisions of the Act, the directors may pay interim dividends in cash or otherwise if it appears to them that they are justified by the profits of the company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights."

34 2 Regulation 103 of Table A shall not apply

By order of the board



Director/Secretary

*1 Nov 2010*

Date

MONDAY



\*LFZHLP4U\*

LD4

15/11/2010

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COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES  
ACT 2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 1 November 2010, (the "**Circulation Date**")
- 3 The procedure for signifying agreement by an eligible members to written resolution is as follows
  - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his agreement to the resolution.
  - (B) The document must be sent to the company in hard copy form or in electronic form
  - (C) A member's agreement to a written resolution, once signified, may not be revoked
  - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

**AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

We, being the sole member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that it shall take effect as a special resolution

By

A handwritten signature in black ink, appearing to be 'Zamir O. B...', written over a horizontal line.

Authorised signatory  
For and on behalf of  
**Allianz Europe BV**