

**AXA SUN LIFE HOLDINGS LIMITED**

(Registered in England & Wales - No 03479251)

**STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF SECTION 644(5) COMPANIES ACT  
2006**

(Dated 1 September 2010)

The sole shareholder of the company on 1 September 2010 passed the following special resolution by way of written resolution

"THAT the directors of the Company having on 1 September 2010 made a solvency statement in accordance with section 643 of the Companies Act 2006, the capital of the Company be reduced by cancelling and extinguishing 2,190,440,900 issued shares of £1 each in the share capital of the Company (of which 2,190,390,902 are fully paid up and 49,998 are £0 25 paid up), reducing the issued share capital from £2,290,440,900 divided into 2,290,440,900 Ordinary Shares of £1 each (of which 2,290,390,902 are fully paid up and 49,998 are £0 25 paid up) to £100,000,000 divided into 100,000,000 Ordinary Shares of £1 each, all of which are fully paid up. In cancelling and extinguishing partially paid up shares, the Company also thereby cancels and extinguishes the obligation of the shareholder to make any further payment in relation to such shares such that they become fully paid up. The funds arising from the reduction in share capital will constitute a distributable reserve of the Company."

In accordance with section 644(5) of the Companies Act 2006, we, being all of the directors of the Company as at the date hereof, confirm that

- (a) the solvency statement made by the directors of the Company dated 1 September 2010 (the **Solvency Statement**) (a copy of which is attached to this statement) was made not more than 15 days before the date on which the Special Resolution set out above was passed, and
- (b) in accordance with section 642(2) of the Companies Act 2006, a copy of the Solvency Statement was sent to the eligible members of the Company at the time at which the proposed Special Resolution was sent to him

Signed by all of the directors of the Company as at the date of this statement





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François de Méneval

Paul Evans

Andy Purvis

Mike Kellard

Dave Cheeseman

Andy Parsons

Lindsay J'Afari-Pak

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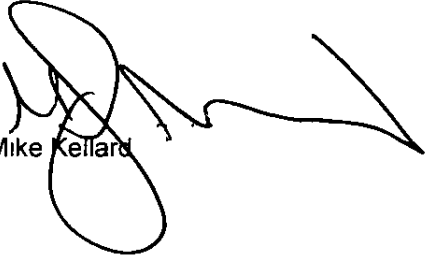
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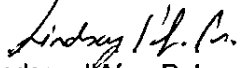
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