



FILE COPY

**CERTIFICATE OF REGISTRATION
OF ORDER OF COURT AND STATEMENT OF CAPITAL
ON
REDUCTION OF CAPITAL**

Company No. 6986155

Whereas FRIENDS LIFE HOLDINGS PLC

having by Special Resolution reduced its capital as confirmed by an
Order of the High Court of Justice, Chancery Division

dated the 7th December 2016

Now therefore The Registrar of Companies for England and Wales hereby
certifies that the said Order and a Statement Of Capital approved by the
Court were registered pursuant to section 649 of the Companies Act,
2006, on the **7th December 2016**

Given at Companies House the 7th December 2016



Companies House

WEDNESDAY



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