

Company No. 06986155

FRIENDS LIFE HOLDINGS LIMITED

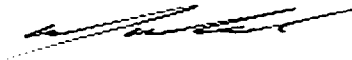
(the "Company")

DIRECTORS' STATEMENT OF COMPLIANCE

We, being all the directors of the Company, for the purposes of Section 644 of the Companies Act 2006 (the "Act") do confirm that the:

- (i) Solvency Statement of the Company made by the directors on 21 November 2022 and a copy of which is attached (the "Solvency Statement") was made no more than 15 days prior to the date of the passing of the written resolutions as special resolutions by the sole member in respect of the reduction of share capital of the Company, a copy of which is attached; and
- (ii) the Solvency Statement was provided to the sole member in accordance with section 642(2) of the Act.

Dated: 21 November 2022



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Andrew Dinwiddie



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Neil Harrison