

Company number: 07819270

Written Resolution under Companies Act 2006

A PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

ST. JAMES'S PLACE FOUNDATION

(THE "COMPANY")

6 June 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following Resolution is passed as a Special Resolution (the "**Resolution**").

SPECIAL RESOLUTION

That:

- (A) the Company name be changed from St. James's Place Foundation to **St. James's Place Charitable Foundation** in accordance with section 77(1)(a) of the Companies Act 2006; and
- (B) the regulations contained in the document attached to this Resolution be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Agreement

The undersigned, a person entitled to vote on the Written Resolution on the Circulation Date, hereby irrevocably agrees to the Written Resolution

Signed:
On behalf of
St. James's Place plc

Date: 6 June 2017

TUESDAY



A68J33JT
A07 13/06/2017 #296
COMPANIES HOUSE

Company number: 07819270

SPECIAL RESOLUTION
OF
ST. JAMES'S PLACE FOUNDATION
(the "Company")

Passed on 6 June 2017

The following Resolution was duly passed as a Special Resolution on 6 June 2017 by way of Written Resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

That:

- (A) the Company name be changed from St. James's Place Foundation to **St. James's Place Charitable Foundation** in accordance with section 77(1)(a) of the Companies Act 2006; and
- (B) the regulations contained in the document attached to this Resolution be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.