

**STANDARD LIFE INVESTMENTS (USA) LIMITED**  
(the "Company")

Company number: SC215736

Written resolution

Circulation date: 18 May 2015

In accordance with Part 13, Chapter 2 of the Companies Act 2006 (the 'Act'), we, the undersigned Standard Life Investments Limited (SC123321), being the sole eligible member of the Company entitled to vote on the following resolution on the circulation date, hereby irrevocably agree and resolve that, having received a copy of the statement of the solvency of the Company, dated 18 May 2015, made by the directors of the Company in accordance with section 642 of the Act, the following resolution be passed as a special resolution (the 'Special Resolution'):

Special Resolution

THAT, pursuant to the solvency statement procedure referred to in section 641 (and later sections) of the Act, the issued share capital of the Company be reduced from 11,600,000 ordinary shares of £1.00 each, by 6,140,406 shares (equivalent to £6,140,406) to 5,459,594 ordinary shares of £1.00 each; and the amount by which the share capital is so reduced be credited to a reserve.



For and on behalf of Standard Life Investments Limited

Date signed: 18 May 2015

TUESDAY



SCT

\*S487XDDM\*

26/05/2015

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COMPANIES HOUSE