

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

Company number: SC215736

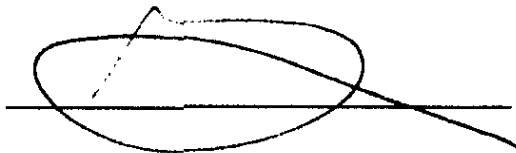
Written resolution

Circulation date: 11 December 2018

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 11 December 2018, 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 5,459,594 ordinary shares of £1.00 each to 1 ordinary share of £1.00; 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: 11 December 2018

WEDNESDAY



SCT \*S7L53BJ6\* 19/12/2018 #573  
COMPANIES HOUSE

**COMPANIES HOUSE**  
**EDINBURGH**

**19 DEC 2018**

**FRONT DESK**

Certified True Copy

**18 DEC 2018**

*P. Lynne Webster*

PATRICIA L WEBSTER,  
Solicitor + Notary Public.

## Notes

1. If you agree to the Special Resolution, please indicate your agreement by signing and dating this document, where indicated above, and returning it to the Company using one of the following methods:
  - **By hand:** delivering the signed copy to Holly Kidd at 6 St Andrew Square, Edinburgh, EH2 2AH.
  - **By post:** returning the signed copy by post to Holly Kidd at 6 St Andrew Square, Edinburgh, EH2 2AH.
  - **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [holly.kidd@aberdeenstandard.com](mailto:holly.kidd@aberdeenstandard.com). Please then send the original signed copy by hand or by post (as set out above).
2. If you do not agree to the Special Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
4. Unless, by the end of 28 days from date of resolution, sufficient agreement has been received for the resolution to pass, it will lapse. Note that, regardless of this lapse date, the Special Resolution is conditional on being passed before 15 days after solvency statement (as section 642(1)(a) of the Act requires this Special Resolution to be passed within fifteen days immediately following the signing of the solvency statement, which took place on 11 December 2018. If you agree to this resolution, please indicate your agreement and notify Holly Kidd as soon as possible.