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SCHEDULE

REGULATIONS OF THE STANDARD LIFE ASSURANCE COMPANY

Voting of members

Number of votes

- 31 (1) On a show of hands at a general meeting every member present in person and entitled to vote and every person present who represents, under the provisions of regulation 23 or 24, a member entitled to vote shall be entitled to one vote, but so that no person present shall be entitled to more than one vote except by virtue of regulation 21.
- (2) On a poll, each member entitled to vote who is present at the meeting in person or by proxy or represented by a person duly authorised under regulation 23 or 24 or by a proxy of such a person shall have one vote and in addition a person who would be entitled to vote in more than one capacity shall be entitled to an additional vote in respect of each capacity beyond the first. For this purpose, each entitlement to vote as an individual member, as the member in respect of a policy held or owned or vested jointly, as the representative of a corporation under regulation 23 or as a representative of an incapacitated member under regulation 24 shall be treated as an entitlement to vote in a separate capacity. A proxy, if duly authorised, shall be entitled to exercise all the votes to which the persons appointing him are entitled in addition to any vote or votes which he is entitled to exercise in accordance with the preceding part of this paragraph.
- (3) A person entitled to vote in more than one capacity in accordance with paragraph (2) of this regulation need not, if he votes, use all his votes or cast all the votes he uses in the same way.
- (4) Notwithstanding anything expressed or implied in the regulations, if any person or group of persons is or are the holder or joint holders of, or is or are otherwise in right of, two or more policies, in each case in the same capacity, such policies shall be treated as one policy for voting purposes.