



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

GREAT-WEST LIFECO INC.

Corporate name / Dénomination sociale

007478-1

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Marcie Girouard

Director / Directeur

2012-02-17

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Industry Industrie
Canada Canada

Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

-
- 1 Corporate name
Dénomination sociale
GREAT-WEST LIFECO INC.
-
- 2 Corporation number
Numéro de la société
007478-1
-
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation amends the description of classes of shares as follows:
La description des catégories d'actions est modifiée comme suit :
See attached schedule / Voir l'annexe ci-jointe

-
- 4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Laurie A. Speers

Laurie A. Speers
204-946-8682

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).
Nota : Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

**GREAT-WEST LIFE CO INC.
(the "Corporation")**

**5.40% NON-CUMULATIVE FIRST PREFERRED SHARES, SERIES P
RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS**

The articles of the Corporation are amended to create an additional series of First Preferred Shares. The sixteenth series of First Preferred Shares shall consist of up to 10,000,000 shares designated "5.40% Non-Cumulative First Preferred Shares, Series P" (the "Series P Shares") and, in addition to the rights, privileges, restrictions and conditions attaching to the First Preferred Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

**ARTICLE 1
DIVIDENDS**

1.1 Dividend Payment Dates and Quarters

The dividend payment dates (the "Dividend Payment Dates") in respect of the dividends payable on the Series P Shares shall be the last day of each of the months of March, June, September and December in each year. A "Quarter" means the period from and including the date of initial issue of the Series P Shares to but excluding June 30, 2012, being the first Dividend Payment Date and, thereafter, the period from and including each Dividend Payment Date to but excluding the next succeeding Dividend Payment Date.

1.2 Payment of Dividends

The holders of Series P Shares shall be entitled to receive, and the Corporation shall pay thereon, if, as and when declared by the Board of Directors of the Corporation (the "Board of Directors"), out of moneys of the Corporation properly applicable to the payment of dividends, fixed, non-cumulative, preferential cash dividends (the "Quarterly Dividends") payable, with respect to each Quarter, on the Dividend Payment Date immediately following the end of such Quarter, the first of such dividends to be payable on June 30, 2012 with respect to the period from and including the date of initial issue of the Series P Shares to but excluding June 30, 2012 and to be in an amount per Series P Share determined in accordance with section 1.3. For all subsequent Quarters, dividends (if, as and when declared by the Board of Directors), subject to section 1.3 hereof, shall be in an amount per Series P Share equal to \$0.3375.

1.3 Dividend for Other than a Full Quarter

The holders of Series P Shares shall be entitled to receive, and the Corporation shall pay thereon, if, as and when declared by the Board of Directors out of moneys of the Corporation properly applicable to the payment of dividends, non-cumulative preferential cash dividends for any period which is other than a full Quarter as follows:

- (a) an initial dividend in respect of the period from and including the date of initial issue of the Series P Shares to but excluding June 30, 2012 (the "Initial Dividend

Payment”), equal to \$0.47712 per share if the Series P Shares are issued on February 22, 2012 or, if the Series P Shares are issued on any date after February 22, 2012 and prior to June 30, 2012, equal to the amount obtained (rounded to six decimal places) when \$1.35 is multiplied by a fraction of which the numerator is the number of days from and including the date of initial issue of the Series P Shares to but excluding June 30, 2012 and the denominator is 365; and

- (b) with respect to any Series P Share in respect of which assets of the Corporation are distributed to the holder pursuant to section 2.2 of the provisions attaching to the First Preferred Shares as a class with an effective date during any Quarter, a dividend in an amount per share equal to the amount obtained (rounded to six decimal places) when \$1.35 is multiplied by a fraction of which the numerator is the number of days in such Quarter that such share has been outstanding (excluding the date of distribution of assets) and the denominator is 365.

1.4 Payment Procedure

Subject to subsection 2.3(e) hereof, dividends (less any tax required to be deducted and withheld by the Corporation) on the Series P Shares shall be paid by the Corporation to the holders of record thereof by electronic funds transfer or by cheque drawn on a Canadian chartered bank or trust company and payable in lawful money of Canada at par at any branch of such bank or trust company in Canada or in such other manner, not contrary to applicable law, as the Corporation shall determine. The delivery or mailing of any cheque to a holder of Series P Shares or the electronic transfer of funds to an account specified by such holder shall be a full and complete discharge of the Corporation’s obligation to pay the dividends to such holder (plus any tax required to be and in fact deducted and withheld therefrom and remitted to the proper taxing authority) unless such cheque is not honoured when presented for payment. Dividends which are represented by a cheque which has not been presented to the Corporation’s bankers for payment or that otherwise remain unclaimed for a period of six years from the date on which they were declared to be payable may be reclaimed and used by the Corporation for its own purposes.

1.5 Dividends Non-Cumulative

If in any Quarter the Board of Directors in its discretion shall not declare the said dividends, or any part thereof, on the Series P Shares, then the entitlement of the holders thereof to such dividends or to any part thereof, shall be forever extinguished.

ARTICLE 2 CORPORATION’S REDEMPTION AND PURCHASE RIGHTS

2.1 General

Subject to Article 4 and to the extent permitted by applicable law, the Series P Shares may be redeemed or purchased by the Corporation as provided in this Article 2 but not otherwise.

2.2 Redemption Rights

- (a) Series P Shares shall not be redeemable at the option of the Corporation prior to March 31, 2017. The Corporation may, upon giving notice as hereinafter provided, on or after March 31, 2017 at the option of the Corporation redeem the whole or from time to time any part of the then outstanding Series P Shares by the payment of an amount in cash for each Series P Share so redeemed equal to:
- (i) \$26.00 if the Series P Shares are redeemed on or after March 31, 2017 and prior to March 31, 2018;
 - (ii) \$25.75 if the Series P Shares are redeemed on or after March 31, 2018 and prior to March 31, 2019;
 - (iii) \$25.50 if the Series P Shares are redeemed on or after March 31, 2019 and prior to March 31, 2020;
 - (iv) \$25.25 if the Series P Shares are redeemed on or after March 31, 2020 and prior to March 31, 2021; and
 - (v) \$25.00 if the Series P Shares are redeemed on or after March 31, 2021;
- (the "Cash Redemption Price") and by the payment of all declared and unpaid dividends on such Series P Share to but excluding the date fixed for redemption (less any tax required to be deducted and withheld by the Corporation).
- (b) If less than all of the outstanding Series P Shares are to be redeemed, the shares to be redeemed shall be selected on a pro rata basis (disregarding fractions) or in such other manner as the Board of Directors or a committee thereof in its sole discretion shall by resolution determine, subject to the consent of the Toronto Stock Exchange.

2.3 Manner of Redemption

- (a) Notice of redemption of Series P Shares shall be given by the Corporation not more than 60 days and not less than 30 days prior to the date fixed for redemption to each holder of Series P Shares to be redeemed. Such notice shall set out:
- (i) the date (the "Redemption Date") on which the redemption is to take place;
 - (ii) unless all the Series P Shares held by the holder to whom it is addressed are to be redeemed, the number of Series P Shares so held which are to be redeemed; and
 - (iii) the Cash Redemption Price and the amount of declared and unpaid dividends to be paid.

- (b) On and after the Redemption Date the Corporation shall pay or cause to be paid to the holders of the Series P Shares so called for redemption the Cash Redemption Price therefor and all declared and unpaid dividends thereon (less any tax required to be deducted and withheld by the Corporation) on presentation and delivery by the holder at the registered office of the Corporation, the principal transfer office of the transfer agent and registrar for the Series P Shares in the City of Toronto or such other place or places in Canada designated in the notice referred to in subsection 2.3(a), of the certificate or certificates representing the Series P Shares so called for redemption. Such payment shall be made by electronic funds transfer or by cheque or in such other manner, not contrary to applicable laws, as the Corporation may determine and shall be a full and complete discharge of the Corporation's obligation to pay the Cash Redemption Price and declared and unpaid dividends owed to the holders of Series P Shares so called for redemption unless such cheque is not honoured when presented for payment or payment by such other means is not received. From and after the Redemption Date, the holders of Series P Shares called for redemption shall cease to be entitled to dividends or to exercise any of the rights of holders of Series P Shares in respect of such shares, except the right to receive therefor the Cash Redemption Price and declared and unpaid dividends thereon as at the Redemption Date, provided that if payment of such Cash Redemption Price and such declared and unpaid dividends (less any tax required to be deducted and withheld) is not duly made in accordance with the provisions hereof, then the rights of such holders shall remain unimpaired.
- (c) The Corporation shall have the right at any time after mailing a notice of redemption to deposit the aggregate Cash Redemption Price of the Series P Shares thereby called for redemption, or such part thereof as at the time of deposit has not been claimed by the holders entitled thereto, and all declared and unpaid dividends thereon (less any tax required to be deducted and withheld) in a special account with the Corporation for the holders of such shares, and upon such deposit being made or upon the Redemption Date, whichever is the later, the Series P Shares in respect of which such deposit shall have been made shall be deemed to be redeemed and the rights of each holder thereof shall be limited to receiving, without interest, such holder's proportionate part of the Cash Redemption Price and declared and unpaid dividends (less any tax required to be deducted and withheld) so deposited upon presentation and surrender of the certificate or certificates representing such holder's Series P Shares so redeemed. Any interest on any such deposit shall belong to the Corporation. Redemption moneys and dividends which remain unclaimed for a period of six years from the applicable Redemption Date may be reclaimed and used by the Corporation for its own purposes.
- (d) If less than all the Series P Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued without cost to the holder.

- (e) The provisions of section 1.4 hereof shall not apply to any declared and unpaid dividend which is required to be paid under subsection 2.2(a).

2.4 Purchase

The Corporation may purchase for cancellation at any time the whole or from time to time any part of the then outstanding Series P Shares by private contract or in the open market (including purchases through or from an investment dealer or firm holding membership on a stock exchange) or pursuant to tenders received by the Corporation upon an invitation for tenders addressed to all holders of the Series P Shares, at the lowest price or prices at which, in the opinion of the Board of Directors, such shares are obtainable at the time of purchase, plus costs of purchase. If, upon any invitation for tenders, the Corporation receives tenders for Series P Shares at the same price in an aggregate number greater than the number for which the Corporation is prepared to accept tenders, the shares to be purchased shall be selected from the shares tendered at such price as nearly as may be pro rata according to the number of Series P Shares tendered in each such tender, or in such manner as the Board of Directors or a committee thereof in its sole discretion shall by resolution determine. If only part of the Series P Shares represented by any certificate shall be purchased, a new certificate for the balance of such shares shall be issued without cost to the holder.

ARTICLE 3 VOTING RIGHTS

In the event that (A)(i) The Great-West Life Assurance Company ("GWL") is not required to satisfy the provision of the *Insurance Companies Act* (Canada), as amended or replaced from time to time (the "ICA") relating to the 35% public voting requirement currently in section 411 of the ICA (the "Public Voting Requirement"); (ii) GWL has satisfied the Public Voting Requirement in some other manner; or (iii) the Board of Directors determines that it is no longer in the best interests of the Corporation to comply with the Public Voting Requirement; (B) the Board of Directors has removed the voting rights referred to in section 2.5 of the provisions attaching to the First Preferred Shares as a class; and (C) the Corporation fails to declare the whole amount of the Quarterly Dividend for any Quarter on or before the last day of such Quarter, the holders of the Series P Shares shall have the right to receive notice of and to attend each meeting of shareholders of the Corporation at which directors of the Corporation are to be elected the record date for notice of which occurs after the end of such Quarter (other than meetings at which only holders of another specified series or class of shares are entitled to vote separately as a class or series of a class) and such holders shall have the right at any such meeting to one vote for each Series P Share held in the election of two directors and, collectively with the holders of any other series of First Preferred Shares which may have a similar right, will be entitled to vote for the election of two directors. Notwithstanding the provisions attaching to the First Preferred Shares as a class or to the Series P Shares, if the lesser of the initial issue price, redemption amount or retraction amount per share of any other series of First Preferred Shares is less than the Cash Redemption Price of the Series P Shares, the votes per Series P Share shall be increased such that the Series P Shares have the same number of votes per dollar amount of the Cash Redemption Price as the other series with the lowest initial issue price, redemption amount or retraction amount per share. The right to receive notice of, attend and vote at such meetings shall continue until such time as the Corporation declares and pays the full

amount of the Quarterly Dividend for a Quarter, after which Quarter such rights to receive notice of, attend and vote at such meetings shall forthwith expire. At such time as the Corporation may again fail to declare the full amount of any Quarterly Dividend for any Quarter, such voting rights shall become effective again and so on from time to time.

ARTICLE 4 RESTRICTIONS ON DIVIDENDS AND RETIREMENT OF SHARES

So long as any of the Series P Shares are outstanding, the Corporation shall not, without the prior approval of the holders of such outstanding Series P Shares given in the manner hereinafter specified:

- (a) declare or pay or set apart for payment any dividends on the Second Preferred Shares, on the Common Shares or on shares of any other class of the Corporation ranking junior to the Series P Shares (other than stock dividends in shares of the Corporation ranking junior to the Series P Shares);
- (b) except out of the net cash proceeds of an issue of shares ranking junior to the Series P Shares, redeem or call for redemption or purchase for cancellation or otherwise retire or make any return of capital in respect of the Second Preferred Shares, Common Shares or shares of any other class of the Corporation ranking junior to the Series P Shares;
- (c) redeem or call for redemption or purchase for cancellation or otherwise retire or make any return of capital in respect of less than all of the Series P Shares;
- (d) except pursuant to any purchase obligation, sinking fund, retraction privilege or mandatory redemption provision attaching thereto, redeem or call for redemption or purchase for cancellation or otherwise retire or make any return of capital in respect of any shares of any other class or series of the Corporation ranking *pari passu* with the Series P Shares; or
- (e) except out of the net cash proceeds of an issue of shares ranking junior to the Series P Shares, or except pursuant to any purchase obligation, sinking fund, retraction privilege or mandatory redemption provision attaching thereto, redeem or call for redemption or purchase for cancellation or otherwise retire or make any return of capital in respect of any shares of any other class or series of the Corporation ranking prior to the Series P Shares;

unless at the date of such declaration, payment, setting apart for payment, redemption, call for redemption, purchase for cancellation or reduction or retirement of capital, as the case may be, all cumulative dividends then accrued and unpaid up to and including the most recent applicable dividend payment date for the last completed period for which dividends shall be payable shall have been declared and paid or set apart for payment in respect of each series of cumulative First Preferred Shares, if any, then issued and outstanding and on all other cumulative shares, if any, ranking *pari passu* with the First Preferred Shares and the dividends for the immediately preceding dividend payment period in respect of each series of non-cumulative First Preferred Shares (including the Series P Shares) then issued and outstanding and on all other shares

ranking prior to or *pari passu* with the Series P Shares shall have been declared and paid or moneys set aside for payment thereof.

ARTICLE 5
ELECTION UNDER THE *INCOME TAX ACT*

The Corporation shall elect, in the manner and within the time provided for under subsection 191.2(1) of the *Income Tax Act* (Canada), and take any other necessary action thereunder, to pay tax under section 191.1 of such Act at a rate such that no holder of the Series P Shares will be required to pay tax on dividends received on the Series P Shares under section 187.2 of Part IV.1 of such Act.

ARTICLE 6
NOTICE AND INTERPRETATION

6.1 Notices

- (a) Any notice, cheque, invitation for tenders or other communication from the Corporation herein provided for shall be sufficiently given if delivered or if sent by first class unregistered mail, postage prepaid, to the holders of the Series P Shares at their respective addresses appearing on the books of the Corporation or, in the event of the address of any of such holders not so appearing, then at the last address of such holder known to the Corporation. Accidental failure to give such notice, invitation for tenders or other communication to one or more holders of the Series P Shares shall not affect the validity of the notices, invitations for tenders or other communications properly given or any action taken pursuant to such notice, invitation for tenders or other communication but, upon such failure being discovered, the notice, invitation for tenders or other communication, as the case may be, shall be sent forthwith to such holder or holders.
- (b) If any notice, cheque, invitation for tenders or other communication from the Corporation given to a holder of Series P Shares pursuant to paragraph (a) is returned on three consecutive occasions because the holder cannot be found, the Corporation shall not be required to give or mail any further notices, cheques, invitations for tenders or other communications to such shareholder until the holder informs the Corporation in writing of the holder's new address.

6.2 Interpretation

- (a) In the event that any day on which any dividend on the Series P Shares is payable or on or by which any other action is required to be taken hereunder is not a business day, then such dividend shall be payable on or such other action shall be required to be taken on or before the immediately succeeding day that is a business day. A "business day" means a day other than a Saturday, a Sunday or any other day that is a statutory or civic holiday in the place where the Corporation has its head office.

- (b) All references herein to a holder of Series P Shares shall be interpreted as referring to a registered holder of the Series P Shares.

ARTICLE 7 MODIFICATION

The provisions attaching to the Series P Shares may be deleted, varied, modified, amended or amplified with the prior approval of the holders of the Series P Shares given in accordance with Article 8 and with all required approvals of any stock exchanges on which the Series P Shares may be listed.

ARTICLE 8 APPROVAL OF HOLDERS OF SERIES P SHARES

Any approval required or permitted to be given by the holders of the Series P Shares with respect to any and all matters referred to herein shall be deemed to have been sufficiently given by the holders of the Series P Shares if given in the manner provided in section 2.4 of the provisions attaching to the First Preferred Shares as a class, which provisions shall apply, *mutatis mutandis*, as though the term "Series P Shares" was used in such section in place of the term "First Preferred Shares" and as though the Series P Shares were a class of shares, provided that the quorum for any meeting of holders of Series P Shares shall be shareholders present in person or represented by proxy holding a majority of the outstanding Series P Shares. If at any such meeting the holders of a majority of the outstanding Series P Shares are not present in person or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date not less than 15 days thereafter and to such time and place as may be designated by the chairman of such meeting. At such adjourned meeting, the holders of Series P Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66 2/3% of the votes cast at such meeting shall constitute the approval of the holders of the Series P Shares.

ARTICLE 9 RIGHTS ON LIQUIDATION

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, subject to the prior satisfaction of the claims of all creditors of the Corporation and of holders of shares of the Corporation ranking prior to the Series P Shares, the holders of Series P Shares shall be entitled to receive an amount equal to \$25.00 per Series P Share, together with all dividends declared and unpaid to and including the date of payment, on parity with the First Preferred Shares of every other series and before any amount is paid or any assets of the Corporation are distributed to the holders of Common Shares, Second Preferred Shares or shares of any other class of the Corporation ranking junior to the Series P Shares. Upon payment to the holders of the Series P Shares of the amounts so payable to them, they shall not be entitled to share in any further distribution of the assets of the Corporation.

**ARTICLE 10
WITHHOLDING TAXES**

For greater certainty, and notwithstanding any other provision of these Series P Share terms, the Corporation shall be entitled to deduct and withhold any amounts required by law to be deducted or withheld on account of any taxes from any amounts payable or otherwise deliverable in respect of the Series P Shares, including on the redemption or purchase for cancellation of the Series P Shares. To the extent that any amounts are withheld, such withheld amounts shall be treated for all purposes hereof as having been paid or delivered to the person in respect of which such withholding was made.

