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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge**

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[13]

00001419

Name of company

* Pearl Assurance Plc

Date of creation of the charge

10 March 2008

Description of the instrument (if any) creating or evidencing the charge (note 2)

A 1995 Credit-Support-Deed (Bilateral Form - Security Interest) dated 10
March 2008 (the CSD) between the Chargor and the Chargee (each as defined
below)

Amount secured by the mortgage or charge

All present and future Obligations of the Chargor.

Names and addresses of the mortgagees or persons entitled to the charge

Dresdner Bank AG
Jurgen-Ponto-Platz 1
60301 Frankfurt am Main, Germany

Postcode

Presentor's name address and
reference (if any)

Allen & Overy LLP
One Bishops Square
London E1 6AO

ES 5848

Time critical reference

33668-00791/ICM 6194699

For official Use (06/2005)

Mortgage Section

Post room

TUESDAY



LD5

LPWXNY4S

18/03/2008

COMPANIES HOUSE

119

Short particulars of all the property mortgaged or charged

Please see continuation sheets

Please do not
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*Please complete
legibly, preferably
in black type, or
bold block
lettering*

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43

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Allen & Ovey LLP

Date

14 March 2008

On behalf of ~~XXXXXXXXXXXX~~ [chargee] †

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge
(See Note 5)*

† delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395) If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398) A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No 398 is submitted
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given
- 3 In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his,
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return The rate of interest payable under the terms of the debentures should not be entered
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

The Chargor, as security for the performance of the Obligations (i) mortgages, charges and pledges and agrees to mortgage, charge and pledge, with full title guarantee, in favour of the Chargee by way of first fixed legal mortgage all Posted Collateral (other than Posted Collateral in the form of cash), (ii) to the fullest extent permitted by law, charges and agrees to charge, with full title guarantee, in favour of the Chargee by way of first fixed charge all Posted Collateral in the form of cash, and (iii) assigns and agrees to assign, with full title guarantee, the Assigned Rights to the Chargee absolutely

In this Form 395

Assigned Rights means all rights relating to the Posted Collateral which the Chargor may have now or in the future against the Chargee or any third party, including, without limitation, any right to delivery of a security of the appropriate description which arises in connection with (a) any Posted Collateral being transferred to a clearance system or financial intermediary or (b) any interest in or to any Posted Collateral being acquired while that Posted Collateral is in a clearance system or held through a financial intermediary

Chargor means Pearl Assurance Plc

Chargee means Dresdner Bank AG

Distributions means, with respect to Posted Collateral other than cash, all principal, interest and other payments and distributions of cash or other property with respect to that Posted Collateral. Distributions will not include any item of property acquired by the Chargee upon any disposition or liquidation of Posted Collateral

Eligible Collateral means cash in pounds sterling and Relevant Equities

Master Agreement means the 1992 ISDA Master Agreement (Multicurrency – Cross Border) entered into between the Chargee and the Chargor, dated as of 30 November 2005

Obligations means all present and future obligations of the Chargor under the Master Agreement and the CSD

Posted Collateral means all Eligible Collateral, other property, Distributions and all proceeds of any such Eligible Collateral, other property or Distributions that have been transferred to or received by the Chargee under the CSD and not transferred to the Chargor pursuant to Paragraph 3(b), 4(d)(ii) or 6(g)(i) of the CSD or realised by the Chargee under Paragraph 8 of the CSD. Any Distributions (or portion thereof) not transferred pursuant to Paragraph 6(g) of the CSD will constitute Posted Collateral

Relevant Equities means ordinary shares in Resolution Plc (ISIN GB0004342563)(Bloomberg Code RSL LN)



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

**COMPANY NO. 1419
CHARGE NO. 15**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A 1995 CREDIT SUPPORT DEED
DATED 10 MARCH 2008 AND CREATED BY PEARL ASSURANCE
PUBLIC LIMITED COMPANY FOR SECURING ALL MONIES DUE
OR TO BECOME DUE FROM THE COMPANY TO DRESDNER
BAK AG UNDER THE TERMS OF THE AFOREMENTIONED
INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS
REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 18 MARCH 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 MARCH 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES