

PricewaterhouseCoopers  
Southwark Towers  
32 London Bridge Street  
London SE1 9SY  
Telephone +44 (0) 20 7583 5000  
Facsimile +44 (0) 20 7822 4652

The Directors  
Friends Provident plc  
Pixham End  
Dorking  
Surrey, RH4 1QA

23 January 2003

Dear Sirs,

## Notice of resignation as auditors

15633

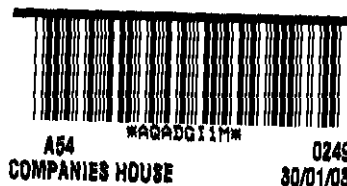
Following the conversion of PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, we have agreed with you that the new firm, PricewaterhouseCoopers LLP will be replacing us as auditors.

In accordance with Section 392 of the Companies Act 1985, we give notice that we are resigning as auditors of Friends Provident plc, registered number 4113107 and all of its subsidiary undertakings in the United Kingdom as detailed in Appendix 1 to this letter, with effect from 23 January 2003.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the shareholders or creditors of Friends Provident plc and its subsidiaries.

Yours faithfully,

  
PricewaterhouseCoopers



## APPENDIX I - SUBSIDIARY UNDERTAKINGS COVERED BY THIS LETTER

Company	Company number
Castle Mall (Norwich) Management Limited	2746524
County Mall (Crawley) Management Limited	2683317
County Square (Chelmsford) Management Company Limited	2536487
FP Business Holdings Limited	2330699
FP Finance plc	3251895
FP Financial Management Limited	1552623
FP Group Limited	2054153
FP Life Assurance Limited	782698
FP Pension Trustees Limited	1531788
Friars Square (Aylesbury) Management Limited	2683316
Friends Milestones Limited	4182776
Friends Provident (London & Manchester) Assurance Limited	4599
Friends Provident Administration Services Limited	4083689
Friends Provident First Call Limited	2882653
Friends Provident International Limited	11494C
<i>Friends Provident Investment Holdings Limited</i>	4078710
Friends Provident Life and Pensions Limited	4096141
Friends Provident Management Services Limited	983330
Friends Provident Pension Scheme Trustees Limited	4101345
Friends Provident Pension Solutions Direct Limited	3917594
Friends Provident Pensions Limited	475201
Friends Provident Pensions Services Limited	2821777
Friends Provident Trustees Limited	1086662
Friends' Provident Managed Pension Funds Limited	172756
Friends' Provident Services Limited	1962495
Hemkip Limited	2165261
Jetsolid Limited	2213515
Lion Walk (Colchester) Management Limited	2774139
London and Manchester (Commercial Mortgages) Limited	603386
London and Manchester (Mortgages) (No.7) Limited	2292265
London and Manchester Group Limited	1594941
London Capital Holdings Limited	2791437
London Midland Associated Properties Limited	114977
Nextdeal Limited	2173030
Precis (1994) Limited	4169964
Regional Assets Limited	1539753
Regional Properties Limited	294448
Regional Properties Management Limited	600076
RSA IFS Marketing Services Limited	2902909
Seedcorn Capital Limited	1765736
St. Christopher's Place Limited	2337981
The Growth Fund Limited	1649797
The Land and House Property Corporation Limited	15633
Thorpeness Limited	1616011
Friends Provident Charitable Foundation	4228843