



**CERTIFICATE OF REGISTRATION
OF ORDER OF COURT AND MINUTE
ON
REDUCTION OF CAPITAL
AND CANCELLATION OF SHARE PREMIUM ACCOUNT**

Company No. **1565099**

Whereas **PHOENIX LIFE & PENSIONS LIMITED**

having by Special Resolution reduced its capital and cancelled its share premium account as confirmed by an Order of the High Court of Justice, Chancery Division

dated the **8th December 2006**

Now therefore I hereby certify that the said Order and a Minute approved by the Court were registered pursuant to section 438 of the Companies Act, 1985, on the **11th December 2006**

Given at Companies House, Cardiff the **11th December 2006**



Alexander
A Hendels
An Authorised Officer