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## Particulars of a mortgage or charge

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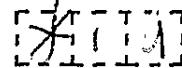
Pursuant to section 395 of the Companies Act 1985

ME35CJM

Please complete  
legibly, preferably  
in black type or  
bold block  
lettering

To the Registrar of Companies

For official use Company number



2380957

Name of company

\* ROBERT FLEMING (OVERSEAS) LIMITED (the "Company")

\*Insert full name  
of company

Date of creation of the charge

31 MARCH 1994

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

DEED OF ASSIGNMENT AND CHARGE BY WAY OF SECURITY DATED 31 MARCH 1994  
(AS AMENDED BY DEED OF VARIATION DATED 11 APRIL 1994) BETWEEN THE COMPANY,  
ROBERT FLEMING & CO. LIMITED AND ROBERT FLEMING (ISLE OF MAN) LIMITED

Amount secured by the mortgage or charge

ANY AND ALL MONIES, LIABILITIES AND OBLIGATIONS (WHETHER OR NOT FOR THE  
PAYMENT OF MONEY, AND INCLUDING ANY OBLIGATION TO PAY DAMAGES FOR BREACH  
OF CONTRACT) WHICH WERE AT 31 MARCH 1994 OR AT ANY TIME OR WHICH MAY AT  
ANY TIME OR FROM TIME TO TIME BE DUE, OWING, PAYABLE OR INCURRED OR BE  
EXPRESSED TO BE DUE, OWING OR PAYABLE OR INCURRED FROM OR BY THE COMPANY  
TO ROBERT FLEMING & CO. LIMITED

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

ROBERT FLEMING & CO. LIMITED

25 COTHALL AVENUE

LONDON

Postcode

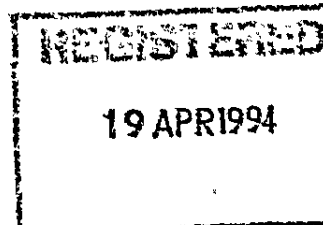
EC2R 7DR

19 APR 1994

Presentor's name, address and  
reference (if any):

MS C A LIONE  
ROBERT FLEMING & CO. LIMITED  
25 COTHALL AVENUE  
LONDON EC2R 7DR

For official use  
Mortgage section



Post room



Time critical reference

Short particulars of all the property mortgaged or charged

- 1) A FIRST FIXED CHARGE TO ROBERT FLEMING & CO. LIMITED OF ALL THE COMPANY'S RIGHT, TITLE AND INTEREST IN AND TO A DOLLAR DEPOSIT ACCOUNT IN THE NAME OF THE COMPANY WITH ROBERT FLEMING (ISLE OF MAN) LIMITED A/C NO: 224957306 AND DESIGNATED JARDINE FLEMING DIVIDEND A/C
- 2) AN ASSIGNMENT BY WAY OF SECURITY OF ALL THE COMPANY'S RIGHT, TITLE AND INTEREST (PRESENT AND FUTURE) IN AND TO THE COMPANY'S SHARE OF A DIVIDEND DECLARED BY THE BOARD OF JARDINE FLEMING GROUP LIMITED ON 15 MARCH 1994 AND PAYABLE ON 6 MAY 1994

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type or  
bold block  
lettering

Particulars as to commission allowance or discount (note 3)

Signed

*C. W. Line*

Date

12/4/94

On behalf of [company] [mortgagee/chargee]\*

\*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.

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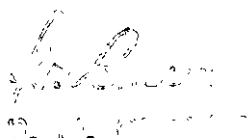
## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02388957

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ASSIGNMENT AS AMENDED BY DEED OF VARIATION DATED 11th APRIL 1994 DATED THE 31st MARCH 1994 AND CREATED BY SOCIETE D'INVESTISSEMENT DU BENELUX LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY FORMERLY KNOWN AS ROBERT FLEMING (OVERSEAS) LIMITED TO ROBERT FLEMING & CO LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th APRIL 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd APRIL 1994.

  
for the Registrar of Companies



COMPANIES HOUSE

POST

HC026B