

Package: 'Laserform'
by Laserform International Ltd.

88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

04560770

Company name in full

RESOLUTION LIFE GROUP LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

3 0 0 9 2 0 0 4

To

Day Month Year

Class of shares

(ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each
share (including any share premium)

A ORDINARY	CASH PREF.	PIK PREF.
414,999,999	50,000,000	50,000,000
0.1 PENCE	£1.00	£1.00
0.1 PENCE	NIL	NIL

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

	100%	100%
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Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

THE ALLOTMENT OF 100,000,000 PREFERENCE SHARES BY
RESOLUTION LIFE LIMITED TO RESOLUTION LIFE GROUP LIMITED.

SEE ATTACHED FORM 88(3).

When you have completed and signed the form please send
it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland DX 235 Edinburgh

Com



Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name <u>BS Pension Fund Trustee Limited</u> Address <u>5th Floor, Centurion House, 24 Monument Street</u> <u>London EC3R 8BS</u> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>	Class of shares allotted <u>A Ordinary</u> 	Number allotted <u>5,000,000</u>
Name <u>The Chancellor, Masters and Scholars of the University of Cambridge</u> Address <u>The Old Schools, Trinity Lane</u> <u>Cambridge CB2 1TS</u> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>	Class of shares allotted <u>A Ordinary</u> 	Number allotted <u>5,000,000</u>
Name <u>Chase Nominees Limited - A/C AAM</u> Address <u>PO Box 18171, 125 London Wall</u> <u>London EC2Y 5AJ</u> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>	Class of shares allotted <u>A Ordinary</u> 	Number allotted <u>7,500,000</u>
Name <u>Foreign & Colonial Investment Trust PLC</u> Address <u>Exchange House, Primrose Street</u> <u>London EC2A 2NY</u> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>	Class of shares allotted <u>A Ordinary</u> 	Number allotted <u>20,000,000</u>
Name <u>JPMIB Nominees Limited</u> Address <u>125 London Wall</u> <u>London EC2Y 5AJ</u> <div style="text-align: right;">UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u></div>	Class of shares allotted <u>A Ordinary</u> 	Number allotted <u>33,000,000</u>

Please enter the number of continuation sheets (if any) attached to this form

5

Signed

[Signature]

Date

26/10/04

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Slaughter and May (Ref: OAW/JEJS/RN)

One Bunhill Row

London EC1Y 8YY

Tel 020 7600 1200

DX number 11

DX exchange GDF

Package: 'Laserform'
by Laserform International Ltd.

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

Form 88(2) continuation sheet no:

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CHFP025

Company Number

04560770

Company name in full

RESOLUTION LIFE GROUP LIMITED

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name	Class of shares allotted	Number allotted
OZ Europe Master Fund Limited		
Address		
c/o OZ Management LLC, 9 West 57th Street, 39th Floor	A Ordinary	18,876,250
New York NY10019, USA		
UK Postcode		
Name	Class of shares allotted	Number allotted
OZ Master Fund Limited		
Address		
c/o OZ Management LLC, 9 West 57th Street, 39th Floor	A Ordinary	43,373,750
New York NY10019, USA		
UK Postcode		
Name	Class of shares allotted	Number allotted
Pall Mall Life Limited		
Address		
100 Pall Mall	A Ordinary	42,525,000
London SW1Y 5NN		
UK Postcode		
Name	Class of shares allotted	Number allotted
Perry Partner International, Inc.		
Address		
c/o Perry Capital Limited, 148 Old Park Lane	A Ordinary	46,687,500
London W1X 1QX		
UK Postcode		

Names and addresses of the allottees *(List joint share allotments consecutively)*

Shareholder details		Shares and share class allotted	
Name <u>Perry Partner, LP</u> Address <u>c/o Perry Capital Limited, 148 Old Park Lane</u> <u>London W1X 1QX</u> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>A Ordinary</u> _____ _____	Number allotted <u>15,562,500</u> _____ _____
Name <u>The Prudential Assurance Company Limited</u> Address <u>142 Holborn Bars</u> <u>London EC1N 2NH</u> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>A Ordinary</u> _____ _____	Number allotted <u>41,085,000</u> _____ _____
Name <u>Rose Nominees Limited (A/C No. 20670)</u> Address <u>Regency Court, Glatigny Esplanade</u> <u>St Peter Port, Guernsey GY1 3AP</u> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>A Ordinary</u> _____ _____	Number allotted <u>500,000</u> _____ _____
Name <u>Rose Nominees Limited (A/C No. 20671)</u> Address <u>Regency Court, Glatigny Esplanade</u> <u>St Peter Port, Guernsey GY1 3AP</u> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>A Ordinary</u> _____ _____	Number allotted <u>1,000,000</u> _____ _____
Name <u>Rose Nominees Limited (A/C No. 20672)</u> Address <u>Regency Court, Glatigny Esplanade</u> <u>St Peter Port, Guernsey GY1 3AP</u> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>A Ordinary</u> _____ _____	Number allotted <u>1,000,000</u> _____ _____
Name <u>Rose Nominees Limited (A/C No. 20673)</u> Address <u>Regency Court, Glatigny Esplanade</u> <u>St Peter Port, Guernsey GY1 3AP</u> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>A Ordinary</u> _____ _____	Number allotted <u>500,000</u> _____ _____

Signed

Designation: DIRECTOR

Date

26/10/04

Package: 'Laserform'
by Laserform International Ltd.

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Form 88(2) continuation sheet no:

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CHFP025

Company Number

04560770

Company name in full

RESOLUTION LIFE GROUP LIMITED

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name		Class of shares allotted	Number allotted
Rose Nominees Limited (A/C No. 20674)			
Address			
Regency Court, Glatigny Esplanade		A Ordinary	2,000,000
St Peter Port, Guernsey GY1 3AP			
UK Postcode			
Name		Class of shares allotted	Number allotted
Rose Nominees Limited (A/C No. 20675)			
Address			
Regency Court, Glatigny Esplanade		A Ordinary	5,000,000
St Peter Port, Guernsey GY1 3AP			
UK Postcode			
Name		Class of shares allotted	Number allotted
Rose Nominees Limited (A/C No. 20676)			
Address			
Regency Court, Glatigny Esplanade		A Ordinary	500,000
St Peter Port, Guernsey GY1 3AP			
UK Postcode			
Name		Class of shares allotted	Number allotted
Rose Nominees Limited (A/C No. 20677)			
Address			
Regency Court, Glatigny Esplanade		A Ordinary	500,000
St Peter Port, Guernsey GY1 3AP			
UK Postcode			

Names and addresses of the allottees *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name Rose Nominees Limited (A/C No. 20678) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 5,000,000
Name Rose Nominees Limited (A/C No. 20679) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 4,000,000
Name Rose Nominees Limited (A/C No. 20680) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 500,000
Name Rose Nominees Limited (A/C No. 20681) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 1,000,000
Name Rose Nominees Limited (A/C No. 20682) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 630,000
Name Rose Nominees Limited (A/C No. 20683) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 333,333

Signed  Designation: DIRECTOR Date 26/10/04

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Form 88(2) continuation sheet no:

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CHFP025

Company Number

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Company name in full

RESOLUTION LIFE GROUP LIMITED

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name		Class of shares allotted	Number allotted
Rose Nominees Limited (A/C No. 20684)			
Address			
Regency Court, Glatigny Esplanade		A Ordinary	333,333
St Peter Port, Guernsey GY1 3AP			
UK Postcode			
Name		Class of shares allotted	Number allotted
Rose Nominees Limited (A/C No. 20685)			
Address			
Regency Court, Glatigny Esplanade		A Ordinary	333,333
St Peter Port, Guernsey GY1 3AP			
UK Postcode			
Name		Class of shares allotted	Number allotted
Rose Nominees Limited (A/C No. 20686)			
Address			
Regency Court, Glatigny Esplanade		A Ordinary	10,000,000
St Peter Port, Guernsey GY1 3AP			
UK Postcode			
Name		Class of shares allotted	Number allotted
Rose Nominees Limited (A/C No. 20687)			
Address			
Regency Court, Glatigny Esplanade		A Ordinary	60,000
St Peter Port, Guernsey GY1 3AP			
UK Postcode			

Names and addresses of the allottees *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name Rose Nominees Limited (A/C No. 20688) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 120,000
Name Rose Nominees Limited (A/C No. 20689) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 2,000,000
Name Rose Nominees Limited (A/C No. 20690) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 20,000
Name Rose Nominees Limited (A/C No. 20691) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 4,000,000
Name Rose Nominees Limited (A/C No. 20692) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 1,000,000
Name Rose Nominees Limited (A/C No. 20693) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode _ _ _ _ _	Class of shares allotted A Ordinary	Number allotted 1,000,000

Signed  Designation: DIRECTOR Date 26/10/04

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Form 88(2) continuation sheet no:

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CHFP025

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Company name in full

RESOLUTION LIFE GROUP LIMITED

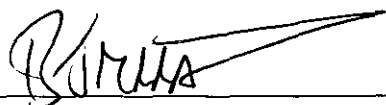
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name	Class of shares allotted	Number allotted	
Rose Nominees Limited (A/C No. 20694)			
Address			
Regency Court, Glatigny Esplanade	A Ordinary	8,000,000	
St Peter Port, Guernsey GY1 3AP			
UK Postcode			
Name	Class of shares allotted	Number allotted	
Rose Nominees Limited (A/C No. 20695)			
Address			
Regency Court, Glatigny Esplanade	A Ordinary	6,000,000	
St Peter Port, Guernsey GY1 3AP			
UK Postcode			
Name	Class of shares allotted	Number allotted	
Rose Nominees Limited (A/C No. 20696)			
Address			
Regency Court, Glatigny Esplanade	A Ordinary	600,000	
St Peter Port, Guernsey GY1 3AP			
UK Postcode			
Name	Class of shares allotted	Number allotted	
Rose Nominees Limited (A/C No. 20697)			
Address			
Regency Court, Glatigny Esplanade	A Ordinary	250,000	
St Peter Port, Guernsey GY1 3AP			
UK Postcode			

Names and addresses of the allottees *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name Rose Nominees Limited (A/C No. 20698) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode	Class of shares allotted A Ordinary	Number allotted 500,000
Name Rose Nominees Limited (A/C No. 20699) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode	Class of shares allotted A Ordinary	Number allotted 500,000
Name Rose Nominees Limited (A/C No. 20700) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode	Class of shares allotted A Ordinary	Number allotted 5,000,000
Name Rose Nominees Limited (A/C No. 20701) Address Regency Court, Glatigny Esplanade St Peter Port, Guernsey GY1 3AP UK Postcode	Class of shares allotted A Ordinary	Number allotted 2,000,000
Name The Royal London Mutual Insurance Society Limited Address 55 Gracechurch Street London EC3V 0RL UK Postcode	Class of shares allotted A Ordinary	Number allotted 31,125,000
Name Royal & Sun Alliance Insurance Group PLC Address 9th Floor, One Plantation Place, 30 Fenchurch Street London EC3M 3BD UK Postcode	Class of shares allotted Cash Preference PIK Preference	Number allotted 50,000,000 50,000,000

Signed



Designation: DIRECTOR

Date

26/10/04

Package: 'Laserform'
by Laserform International Ltd.

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Form 88(2) continuation sheet no:

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CHFP025

Company Number

04560770

Company name in full

RESOLUTION LIFE GROUP LIMITED

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name Standard Life Investments Limited Address 1 George Street Edinburgh EH2 2LL UK Postcode	Class of shares allotted A Ordinary	Number allotted 41,085,000
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted

Names and addresses of the allottees *(List joint share allotments consecutively)*

Shareholder details		Shares and share class allotted	
Name _____		Class of shares allotted	Number allotted
Address _____ _____		_____	_____
UK Postcode _ _ _ _ _		_____	_____
Name _____		Class of shares allotted	Number allotted
Address _____ _____		_____	_____
UK Postcode _ _ _ _ _		_____	_____
Name _____		Class of shares allotted	Number allotted
Address _____ _____		_____	_____
UK Postcode _ _ _ _ _		_____	_____
Name _____		Class of shares allotted	Number allotted
Address _____ _____		_____	_____
UK Postcode _ _ _ _ _		_____	_____
Name _____		Class of shares allotted	Number allotted
Address _____ _____		_____	_____
UK Postcode _ _ _ _ _		_____	_____

Signed  Designation DIRECTOR Date 26/10/04