



Please complete in typescript, or
in bold black capitals.

CHFP025

88(2)

(Revised 2005)

Return of Allotment of Shares

Company Number

4560770

Company name in full

Resolution Life Group Limited

Shares allotted (including bonus shares):

(see Guidance Booklet GBA6)

Date or period during which
shares were allotted

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

From

To

Day Month Year

Day Month Year

1 3 / 1 2 / 0 5

Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

458,192,695

Nominal value of each share

£1.00

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

£1.00 PAID

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

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

% that each share is to be
treated as paid up

% (if any) that each share
is to be paid up in cash

Consideration for which
the shares were allotted

(This information must be supported by
the original or a certified copy of the
contract or by Form 88(3) if the contract
is not in writing)

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COMPANIES HOUSE

146
22/12/2005

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

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland

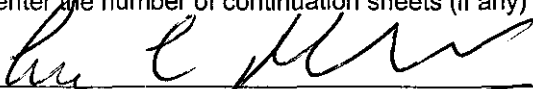
or LP - 4 Edinburgh 2

Names and addresses of the allottees

Shareholder details <i>(list joint allottees as one shareholder)</i>	Shares and share class allotted	
Name(s) Resolution plc Address Juxon House, 100 St Paul's Churchyard, London EC4M 8BU UK Postcode	Class of shares allotted Ordinary 458,192,695	Number allotted
Name(s) Address UK Postcode	Class of shares allotted 	Number allotted
Name(s) Address UK Postcode	Class of shares allotted 	Number allotted
Name(s) Address UK Postcode	Class of shares allotted 	Number allotted
Name(s) Address UK Postcode	Class of shares allotted 	Number allotted

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

Signed



Date

15 December 2005

** A director / secretary

** Please delete as appropriate

Contact Details

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Slaughter and May (Ref: OAW/MJYB)
One Bunhill Row
London
EC1Y 8YY

DX number

Tel 020 7090 3510

DX exchange