

FINAL NOTICE DATED 28 August 2009

SUMMARY OF THE MATTER TO WHICH THE NOTICE RELATES

Date of issue: 28 August 2009

Change of control under Part XII FSMA 2000

Liberty Acquisition Holdings (International) Company (to be renamed Pearl Group)
Phoenix Life Holdings Limited
TDR Capital Nominees Limited
TDR Capital LLP
Jambright Limited
Xercise Limited

(together, the ‘Controllers’)

Phoenix & London Assurance Limited
Phoenix Life Limited
Phoenix Pensions Limited
Scottish Mutual Assurance Limited
Scottish Provident Limited
Pearl Assurance Public Limited Company
National Provident Life Limited
NPI Limited
London Life Limited

(together, the ‘Life Firms’)

In line with their obligation to do so under section 178 of the Financial Services and Markets Act 2000 (FSMA), the Controllers submitted a Notice of Control (the Notice) received by the FSA on 13 July 2009, notifying the FSA of a proposed change in control of the following authorised persons:

London Life Limited
NPI Limited
Pearl Assurance Public Limited Company
National Provident Life Limited
Pearl Group Management Services Limited
Phoenix Life Limited
Phoenix Pensions Limited
Phoenix & London Assurance Limited
BA (GI) Limited
PA (GI) Limited
Scottish Provident Limited
Scottish Mutual Assurance Limited
Scottish Mutual Investment Managers Limited

Scottish Mutual PEP & ISA Managers Limited
Ignis Fund Managers Limited
Ignis Investment Services Limited
Argonaut Capital Partners LLP
Cartesian Capital Partners LLP
Axial Investment Management Limited
Hexam Capital Partners LLP

(together, the ‘Target Firms’)

The Notice set out that the transaction entailed the Controllers acquiring control of the Target Firms as defined under a sale and purchase agreement dated 27 June 2009 where Liberty Acquisitions Holdings (International) Company (to be renamed Pearl Group on completion) (“**Liberty**”) agreed to acquire Pearl Group Limited (to be renamed Pearl Group Holdings (No2) Limited on completion)(“**PGHL2**”) and its subsidiaries by way of the acquisition of PGHL2’s holding companies. As a result:

- Liberty will become a controller and parent undertaking of the Target Firms by virtue of acquiring 100% of the shares in Sun Capital Investments Limited and Hera Investments One Limited which between themselves own indirectly 75% or more of the shares in the Target Firms (s. 181(2)(a) of the Act and s. 1162 of the Companies Act 2006);
- Phoenix Life Holdings Limited (“**Phoenix Holdings**”) will become a controller and parent undertaking of the Target Firms by virtue of holding 100% of the shares in PGHL2, itself a parent undertaking of the Target Firms (ss.181(2)(a) of the Act);
- depending on the outcome of certain contingent events (including the take-up of a rights issue in SunCap Parma Topco Limited and the exercise of warrants) TDR Capital Nominees Limited, TDR Capital LLP and Jambright Limited may each become controllers of the Target Firms by virtue of collectively holding over 10% of the shares in Liberty (ss.178(2) and 181(2)(a) of the Act); and
- depending on the outcome of certain contingent events (including the take-up of a rights issue in SunCap Parma Topco Limited and the exercise of warrants) Xercise Limited may become a controller of the Target Firms by virtue of holding over 10% of the shares in Liberty (ss.181(2)(a) of the Act).

The FSA decided on 28 August 2009 to approve the Controllers' acquisition of control of the Target Firms, but with certain conditions including conditions to ensure that the Life Firms will be able to comply with their prudential requirements (including threshold conditions). The main conditions are that:

- The capital management policies in place for the Life Firms will be maintained and will not be amended without the prior written agreement of the FSA.
- Phoenix Life Holdings Limited maintains group capital resources of at least 125% of its group capital resources requirement.

The FSA requires that the conditions remain in place until 31 December 2016.

The Controllers and Life Firms chose not to exercise their rights under section 387 of FSMA or otherwise to make representations to the FSA as to the imposition of conditions, or under section s.189(8) of FSMA or otherwise to refer the matter to the Financial Services and Markets Tribunal. The Controllers and the Life Firms accepted the conditions on 28 August 2009.