

Dated

17th April

2007

**THE FRESHFIELD ANALYSIS
PENSION SCHEME**

**DEED OF RETIREMENT AND
APPOINTMENT OF TRUSTEES**

THIS DEED is made the 17th day of April Two Thousand and Seven **BETWEEN FRESHFIELD ANALYSIS LIMITED** (Company Number: 01972407) whose Registered Office is at Caxton Villa Park Lane Knebworth Herts SG3 6PF (hereinafter called "the Principal Employer") of the first part **STEPHEN JOHN HEMINGWAY** and **KATHARINE ROSALIND PAINTER** both of Caxton Villa aforesaid (hereinafter called "the Continuing Trustees") of the second part and **NIGEL SPENCER SLOAM MA FIA** of Roman House 296 Golders Green Road London NW11 9PY (hereinafter called "the Retiring Trustee") of the third part and **NSS TRUSTEES LIMITED** whose Registered Office is at Roman House aforesaid (hereinafter called "the New Trustee") of the fourth part

WHEREAS:-

- (A) This Deed is supplemental inter alia to a Definitive Trust Deed and Rules dated the Fifteenth day of January One Thousand Nine Hundred and Ninety-six (hereinafter called "the Definitive Deed") made between **FRESHFIELD ANALYSIS LIMITED** of the one part and the Trustees named therein of the other part governing a retirement benefits scheme known as the **FRESHFIELD ANALYSIS PENSION SCHEME** (hereinafter called "the Scheme") for the provision of pensions and other benefits for directors and employees of the Principal Employer
- (B) The Continuing Trustees and the Retiring Trustee are the present trustees of the Scheme
- (C) The Retiring Trustee is desirous of being removed from the trusts of the Scheme
- (D) By Clause 11.1 of the Definitive Deed the Principal Employer may by Deed but subject to Clause 11.3 appoint new or additional Trustees and subject to Clause 11.3 remove from office any Trustee or Trustees
- (E) The Principal Employer wishes to appoint the New Trustee in place of the Retiring Trustee and the New Trustee has consented to so act and the

NOW THIS DEED WITNESSETH as follows:-

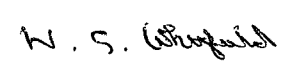
- (1) The Principal Employer hereby appoints the New Trustee to be a Trustee of the Scheme to act jointly with the Continuing Trustees
- (2) The Principal Employer hereby removes the Retiring Trustee from the trusts of the Scheme
- (3) The Continuing Trustees and the New Trustee hereby declare that they will hold all monies deposits securities investments policies property and income for the time being representing the assets of the Scheme upon the Trusts thereof and subject to the powers conditions and provisions applicable thereto

duly authorised for and on behalf of
FRESHFIELD ANAYLSIS LIMITED

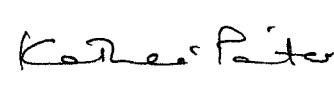
Director/Secretary x *Concepcion*

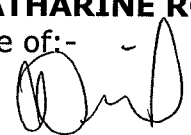
SIGNED and **DELIVERED** as a Deed
by the said **STEPHEN JOHN HEMINGWAY**
in the presence of:-

x  x

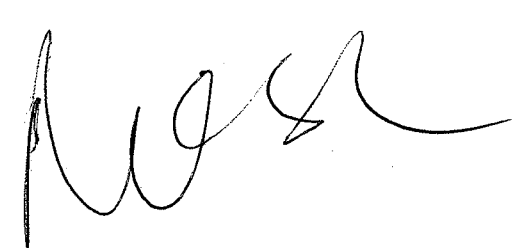
Witness
Signature: x  x
Name: x WILLIAM SARETH WHITFIELD x
Address: x 39, STANMORE ROAD, x
STEVENAGE,
HERTS. SG1 3PA,
Occupation: x DIRECTOR - RAINBOW x

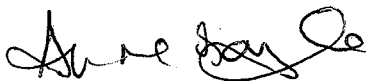
SIGNED and **DELIVERED** as a Deed
by the said **KATHARINE ROSLAND PAINTER**
in the presence of:-

x  x

Witness
Signature: x  x
Name: x WAEL ELKHOULY x
Address: x 11 Brecknell Gate x
Frogmoor Lane x
NW3 7EA
Occupation: x Director, Citigroup x

SIGNED and **DELIVERED** as a Deed
by the said **NIGEL SPENCER SLOAM MA FIA**
in the presence of:-



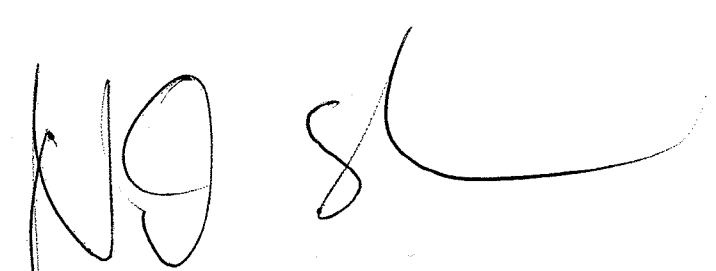
Witness
Signature: 
Name: ANNE BOYLE
Address: 25 CARDINAL AVE
BOLEHAMWOOD
HERTS WD6 1EW
Occupation: SECRETARY

EXECUTED as a Deed by

duly authorised for and on behalf of
NSS TRUSTEES LIMITED

Director

Director/Secretary


Nigel A Sloam