

Dated 10 June 2002

**DEED OF AMENDMENT
relating to the
J. Rothschild Assurance
Personal Retirement Plan**

CERTIFIED A TRUE AND COMPLETE
COPY OF THE ORIGINAL

DATE: 14/6/02

REFERENCE: PLO 1 / 18863.30

BURGES SALMON
SOLICITORS

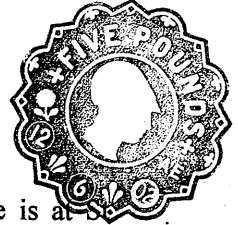
Narrow Quay House, Prince Street, Bristol, BS1 4AH



**BURGES
SALMON**
SOLICITORS

email@burgess-salmon.com
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Tel: 0117 939 2000
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This Deed is made on 10 June 2002



By:

J. Rothschild Assurance plc (Company number 2628062) whose registered office is at St James's Place House, Dollar Street, Cirencester, Gloucestershire, GL7 2AQ (the "**Principal Employer**").

Background:

- 1 This deed is supplemental to:-
 - (a) the deed poll dated 30 September 1996 (the "**Deed Poll**") made by the Principal Employer by which the J. Rothschild Assurance Personal Retirement Plan (the "**Plan**") is currently governed; and
 - (b) any other deeds or documents supplemental thereto
- 2 The Principal Employer is the present principal employer of the Plan.
- 3 By Clause 9(a) of the Deed Poll, the power to amend the provisions of the Plan is vested in the Principal Employer.
- 4 The Principal Employer wishes to amend the provisions of the Plan as follows.

Operative provisions

- 1 The Principal Employer in exercise of the power conferred upon it by Clause 9(a) of the Deed Poll hereby amends the provisions of the Plan with effect from 1 July 2002 by renaming the Scheme the "St James's Place Personal Retirement Plan".

IN WITNESS whereof this deed has been executed the day and year first above written.

Executed as a Deed by
J. Rothschild Assurance plc
acting by:

X Director

X Director/Secretary

DIRECTOR/SECRETARY

ST. JAMES'S PLACE ADMINISTRATION LIMITED
CORPORATE SECRETARY

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