

Company No. 00545887

SUN LIFE FINANCIAL SERVICES LIMITED

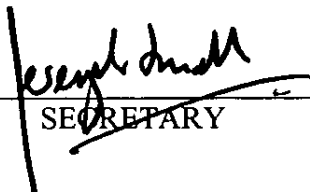
On the 14th November 2008 the following Special Resolution (such resolution being passed by Written Resolution) was approved by the eligible members pursuant to 281 and Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTION

THAT Article 128 of the Company's Articles of Association be substituted in its entirety by the following Article:

"128. INDEMNITY

Subject to the provisions of the Companies Acts, the Company may purchase and maintain for any director or other officer insurance against any liability and may indemnify any director or other officer to the fullest extent permitted by law from time to time."



SECRETARY

SATURDAY



A08 29/11/2008 299
COMPANIES HOUSE