

THE COMPANIES ACT 1985 (as amended)

WRITTEN RESOLUTION

of

BUPA TREASURY LIMITED
(the "Company")

SATURDAY



We, the undersigned, being the sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following first and second Resolutions as Ordinary Resolutions and the third and fourth Resolutions as Special Resolutions and agree that the said Resolutions pursuant to Section 381A of the Companies Act 1985 (as amended) shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

RESOLUTIONS

1 Increase of Authorised Share Capital

"THAT the authorised share capital of the Company be increased from £57,600,000 to £71,223,099 by the creation of 13,623,099 ordinary shares of £1 each ranking *pari passu* in all respects with the existing ordinary shares of £1 each in the capital of the Company"

2 Authority to Allot Shares pursuant to Section 80

"THAT the Board be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 (as amended)) up to an aggregate nominal amount of the existing authorised but unissued share capital of the Company provided that this authority, unless renewed, shall expire on the date five years from the date on which this Resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired "

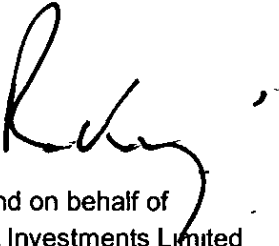
3 Amendment of the Articles of Association

"THAT the Articles of Association of the Company be amended by deleting therefrom the existing Article 3 and replacing in its stead the following Article 3

"3 The share capital of the Company is £71,223,099 divided into 71,223,099 Ordinary Shares of £1 each "

4 Disapplication of Statutory Pre-emption Rights

"THAT the Board be and is hereby empowered pursuant to Section 95 of the Companies Act 1985 (as amended) to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by Resolution 2 above as if Section 89(1) of the said Act did not apply to any such allotment "

A handwritten signature in black ink, appearing to be 'R. King', is written over the text 'For and on behalf of BUPA Investments Limited'.

For and on behalf of
BUPA Investments Limited

Dated this 30 day of May 2007