

Written Resolution under Companies Act 2006

SPECIAL RESOLUTIONS

OF

BUPA TREASURY LIMITED (the "Company")

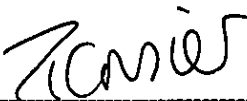
Passed on 6 August 2010

The following Special Resolutions were duly passed as Special Resolutions on 6 August 2010 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

It was resolved that

- (A) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association,
- (B) the regulations contained in the document attached to this Resolution and marked "A" for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association,



Authorised Signatory
of BUPA Secretaries Limited

Secretary

Registered Office

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MONDAY



LD3 09/08/2010 184
COMPANIES HOUSE