

Company Number 2657383

THE COMPANIES ACT 1985 (as amended)

WRITTEN RESOLUTION

of

BUPA EUROPE LIMITED
(the "Company")

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 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

FIRST RESOLUTION

That each of the 34 cumulative floating rate convertible non-voting preference shares of £1 each in the capital of the Company be redesignated as one ordinary share of £1 in the capital of the Company

SECOND RESOLUTION

That each of the 400 non-convertible non-voting irredeemable preference shares of £1 each in the capital of the Company be redesignated as one ordinary share of £1 in the capital of the Company

THIRD RESOLUTION

That each of the 10,000 B preference shares of £1 each in the capital of the Company be redesignated as one ordinary share of £1 in the capital of the Company, and

FOURTH RESOLUTION

That the Articles of Association of the Company be amended as follows

- (A) by deleting article 3(A) and replacing it with a new article 3(A) as follows

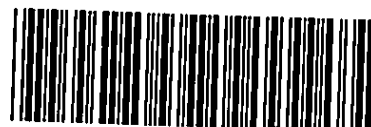
"The authorised share capital of the Company at the date of the adoption of this article is £11,000 divided into 11,000 ordinary shares of £1 each", and

- (B) by deleting articles 3(B), 3(C) and 3(D) in their entirety


For and on behalf of
BUPA INVESTMENTS LIMITED

Dated this day of 11 July 2007

SATURDAY



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COMPANIES HOUSE