

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BUPA EUROPE LIMITED
(the 'Company')

on 19 September 2019 (the 'Circulation Date')

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE
WITH SECTION 291 OF THE COMPANIES ACT 2006**

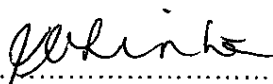
SPECIAL RESOLUTIONS

The undersigned, being the sole member of the Company, has noted the Solvency Statement made by the Company's directors on 19 September 2019 and HEREBY RESOLVES THAT:

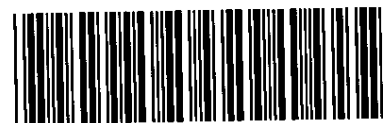
1. the issued share capital of the Company be reduced from £10,534 to £1 by cancelling and extinguishing 10,533 issued ordinary shares of £1 each in the Company, each of which is fully paid up, and the amount by which the Company's share capital is so reduced be credited to distributable reserves; and
2. the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to distributable reserves.

AGREEMENT: Please read the notes at the end of this document before signifying your agreement to the resolutions.

By order of the board:


.....
Director
Bupa Investments Limited

19 September 2019
.....
Date



LD1 *L8EFBY6B* #49
20/09/2019
COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 19 September 2019 (the 'Circulation Date').
3. You can choose to agree to all of the Special Resolutions or none of them, but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the Company Secretary, Bupa, 1 Angel Court, London, EC2R 7HJ or electronically to companysecretary@bupa.com. You may not return the resolution to the Company by any other method.
4. If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
5. A member's agreement to a written resolution, once signified, may not be revoked;
6. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
7. Generally, the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolutions within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).