

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

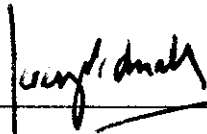
RESOLUTION OF
AXA SUN LIFE HOLDINGS PLC

(Passed on 26th May 2006)

At an Extraordinary General Meeting held on 26th May 2006, the Members of the above named company passed the following resolution as a Special Resolution:

THAT Article 140 of the Company's Articles of Association be substituted, in its entirety by the following Article:

"140. 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

