

No 3479251

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

AXA SUN LIFE HOLDINGS PUBLIC
LIMITED COMPANY

Passed 28 May 2010

At a General Meeting of the above-named Company, duly convened, and held on 28 May 2010, the following resolutions were unanimously passed as special resolutions

SPECIAL RESOLUTIONS

- (a) THAT the Company be re-registered as a private limited company under the Companies Act 2006 and accordingly its name be changed to "AXA Sun Life Holdings Limited", and
- (b) THAT the regulations contained in the printed document submitted to the Meeting marked "A" and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association thereof



Chairman of the Meeting

FRIDAY



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28/05/2010

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