

BUPA FINANCE NO. 2 LIMITED
Company Number: 03786845 (the "Company")

STATEMENT OF THE DIRECTORS OF THE COMPANY

Made on 1 July 2011

- 1 This is a statement of the directors of the Company for the purposes of section 644(5) of the Companies Act 2006 and has been signed by each of the directors of the Company
- 2 The directors of the Company confirm that the solvency statement dated 1 July 2011 and made for the purposes of section 642 of the Companies Act 2006 in the form as prescribed by the Companies (Reduction of Share Capital) Order 2008 was

- (A) made not more than 15 days before 1 July 2011 being the date on which the written resolution

THAT

- (i) the ordinary share capital of the Company be reduced by the cancellation of £0 50 from each issued ordinary share of £1 each held by Bupa Investments Limited and Bupa Investments Overseas Limited,
- (ii) the preference share capital of the Company be reduced by cancelling and extinguishing 299 issued preference shares of £1 each held by Bupa Finance B V , and
- (iii) the amount standing to the credit of the share premium account of the Company as at the date on which this resolution is passed be cancelled and extinguished,

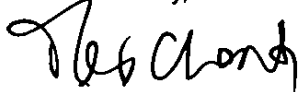
was passed as a special resolution, and

- (B) provided to its members in accordance with section 642(2) of the Companies Act 2006

Signed



N T Beazley, Director



M A Merchant, Director



C A Richardson, Director

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01/07/2011
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