

THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER: 4513656

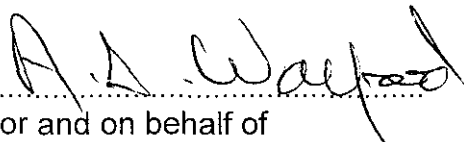
WRITTEN RESOLUTION OF BUPA AUSTRALIAN FINANCE

We, the undersigned, being all the Members 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 Resolution as a Special Resolution and agree that the said Resolution 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.

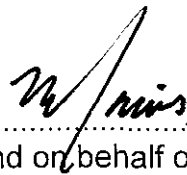
SPECIAL RESOLUTION

Amendment of the Memorandum of Association

That the Memorandum of Association of the Company be amended by replacing the word "uncured" in the last line of Clause 3.4 with the word "incurred".



For and on behalf of
BUPA Australian Investments Limited



For and on behalf of
BUPA Investments Overseas Limited

Dated this 15th day of June 2004

