



THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER: 4513656

WRITTEN RESOLUTIONS OF BUPA AUSTRALIAN FINANCE

We, the undersigned, being 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 Resolutions as Elective Resolutions and agree that the said Resolutions 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.

RESOLUTIONS

1. Dispensing with Annual General Meetings

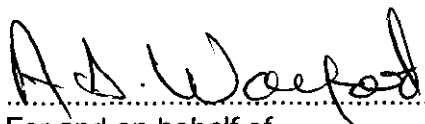
"THAT the Company elects to dispense with the holding of Annual General Meetings pursuant to Section 366A of the Companies Act 1985 as amended by the Companies Act 1989."

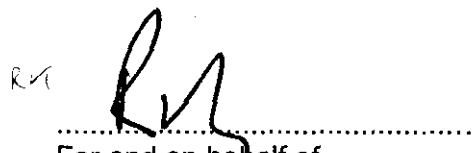
2. Cessation of presentation of Accounts to Members

"THAT the Company elects to dispense with the laying of accounts and reports before the Company in general meeting pursuant to Section 252 of the Companies Act 1985 as amended by the Companies Act 1989."

3. Automatic re-appointment of auditors

"THAT the Company elects to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 as amended by the Companies Act 1989."


For and on behalf of
BUPA Australian Investments
Limited


For and on behalf of
BUPA Investments Overseas
Limited

Dated this 19th day of August 2002.