

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

BUPA AUSTRALIAN FINANCE LIMITED

Company Number: 04513656

(the "Company")

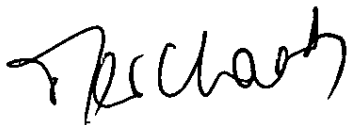
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

THAT

- (A) the share capital of the Company be reduced by cancelling and extinguishing 224,999,997 issued ordinary shares of A\$1 each held by Bupa Australian Investments Limited,
- (B) the share capital of the Company be reduced by cancelling and extinguishing 1 issued ordinary share of A\$1 held by Bupa Investments Overseas Limited, and
- (C) 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

By order of the board



Director/Secretary

22 November 2010

TUESDAY



LFOZ8PCW

LD1

23/11/2010

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COMPANIES HOUSE