

**SPECIAL RESOLUTION**  
**OF**  
**BUPA AUSTRALIAN FINANCE (the "Company")**

**Passed on 11 November 2010**

The following resolution was unanimously passed as special resolution on 11 November 2010 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

THAT

- (A) the Company be re-registered as a private company limited by shares,
- (B) the name of the Company be changed to Bupa Australian Finance Limited, and
- (C) the regulations contained in the document attached to this written resolution and for the purposes of identification signed by the chairman be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

Signed



For and on behalf of Bupa Secretaries Limited  
Company Secretary

FRIDAY



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12/11/2010

COMPANIES HOUSE