

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP010

Company Number

4542639

Company Name in full

BUPA Financial Investments Limited

Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To				
	Day	Month	Year	Day	Month	Year		
	2	9	1	2	2	0	0	3
Class of shares <small>(ordinary or preference etc)</small>	Ordinary							
Number allotted	395,500,000							
Nominal value of each share	£1.00							
Amount (if any) paid or due on each share <small>(including any share premium)</small>	£1.00							

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as
paid up

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Consideration for which the shares
were allotted

(This information must be supported by the duly
stamped contract or by the duly stamped particulars
on Form 88(3) if the contract is not in writing)

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh



Names and addresses of the allottees (List joint share allotments consecutively)

Company No 4542639

Shareholder details		Shares and share class allotted	
Name BUPA Spain BV		Class of shares allotted £1.00 Ordinary	Number allotted 395,500,000
Address Max Euwelaan 61, 3062 MA, Rotterdam, HOLLAND			
UK postcode			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			

Please enter the number of continuation sheets (if any) attached to this form

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Signed

A.D. Wapstra

Date

29-12-03

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

J P Sanders Esq, Legal Department, BUPA, BUPA House,
 15-19 Bloomsbury Way, London, WC1A 2BA, Tel : 0207
 656 2302 Tel
 DX number DX exchange