

Registered Number: 15454

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

THE PRUDENTIAL ASSURANCE COMPANY LIMITED

Certified copy of resolutions in writing passed on 20 December 2005 by all of the members of The Prudential Assurance Company Limited (the "Company") who were at the date thereof entitled to attend and vote at any general meeting of the Company, pursuant to Section 381A of the Companies Act 1985 (as amended), such following resolutions 1 and 2 to have effect as ordinary resolutions of the Company and resolution 3 to have effect as a special resolution of the Company:

Ordinary Resolutions

1. THAT the authorised share capital of the Company be increased to £1,787,500,000.00 by the creation of an additional 1,000,000,000 B Preference Shares of 25p each ranking pari passu with all existing B Preference Shares of 25p each in the capital of the Company in issue at the date of passing this resolution.
2. THAT pursuant to and in accordance with Section 80 of the Companies Act 1985 (as amended) (the "Act") the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £1,609,502,936.50 (being the unissued share capital of the Company) provided that this authority shall expire 5 years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant security in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

3. THAT the Articles of Association of the Company are hereby amended as follows:

Article 2(1)

Replace the current Article 2(1) with the following:

"2(1) The share capital of the Company as at the date of the latest amendment to these Articles of Association is £ 1,787,500,000.00 divided into:

- (i) 1,550,000,000 shares of 25p each,
- (ii) 1,000,000 Cumulative Preference A shares of £1 each.
- (iii) 1,600,000,000 B Preference Shares of 25p each."

Company Secretary

