

COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

THE PRUDENTIAL ASSURANCE COMPANY LIMITED

Company Number 15454

Certified copy of a resolution in writing (such resolution to have effect as a special resolution) passed on 1 November 2007 by all the members of the Company who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to Section 288(5), Companies Act 2006:

RESOLVED

THAT the Articles of Association of the Company be amended as follows:

1. by the deletion in Article 1 of the definition of "Defined Charge Participating Business" and its replacement by the following:

"Defined Charge Participating Business" (in this definition called "the business") means long-term business which is neither linked business as described in Article 91 (4) (a) nor non-participating business as described in Article 91 (4) (b) and has the following features:

- (a) The assets of the long-term fund of the Company referable to the business are either:
 - (i) separately identifiable within a sub-fund of such long-term fund; or
 - (ii) mixed with other assets within a sub-fund of such long term fund but are credited with the return of an identified proportion of those assets, whether through the applicable asset share methodology or otherwise.
- (b) No charge or expense deductions may be made by the Company from premiums or assets referable to the business apart from any:
 - (i) specifically defined in the relevant policies; or
 - (ii) specifically defined in any court sanctioned scheme which is applicable to the relevant policies (including, without limitation, pursuant to section 425 of the Companies Act 1985 or pursuant to Part VII of the Financial Services and Markets Act 2000).

2. by the insertion in Article 1 of the following before the statement "Words importing the singular number include the plural and vice versa.":

"A reference to any statute includes any modification or re-enactment of it for the time being in force."

S D Windridge
Secretary

