

COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
THE PRUDENTIAL ASSURANCE COMPANY LIMITED

Company Number 15454

Certified copy of Special Resolutions passed at the Annual General Meeting held on 19 May 2015, in accordance with section 283 of the Companies Act 2006:

RESOLVED

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

- (i) By the deletion in Article 1 of the definitions of "in writing" or "written" and by the insertion of the following revised definition:

References to "writing" means the representation or reproduction of words, symbols or other information in a visible and non-transitory form by any method or combination of methods, whether comprised in electronic form or otherwise, and "written" shall be construed accordingly.

- (ii) By the insertion in Article 1 of a new definition, as follows:

References to "signed" includes any form of authentication, as specified in legislation, including by electronic means.

- (iii) By the insertion in Article 1 of a new definition, as follows:

"The Board" means the Directors or any of them acting as the Board of Directors of the Company.

- (iv) By the insertion in Article 1 of a new definition, as follows:

"Legislation" means every statute (and any orders, regulations or other subordinate legislation made under it) applying to the Company.

- (v) By the insertion in Article 1 of a new definition, as follows:

"References to a "document" include, unless the context otherwise requires, references to documents sent or received by electronic means."

- (vi) By the deletion of Article 74 and by the insertion of the following revised Article 74:

