

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

Company Number 15454

Certified copy of a Written Resolution passed on 2 August 2017, in accordance with section 288 of the Companies Act 2006:

ORDINARY RESOLUTION

1. THAT all of the 1,000,000 Cumulative Preference A shares of £1 in the capital of the Company be redeemed for a total consideration of £1,986,000 from the Company's distributable profits (as defined in section 736 of the CA 2006) available for the payment of the consideration in accordance with section 692 of the CA 2006.

SPECIAL RESOLUTION

2. THAT, subject to approval of resolution 1, the Articles of Association be amended as follows:

By deletion in its entirety of Article 2(1)(ii) (A Preference Shares).

3. THAT, in view of the fact that it is no longer a requirement under the CA 2006 for a private company to hold an Annual General Meeting ("AGM"), the Articles of Association relating to general meetings be amended as follows:

"By deletion in their entirety of Articles 33 – 57, and any decisions required to be made by members henceforth be made by way written resolutions as set out in Chapter 2 of Part 13 of the CA 2006"

Simon Mitchley
Company Secretary
The Prudential Assurance Company Limited

