

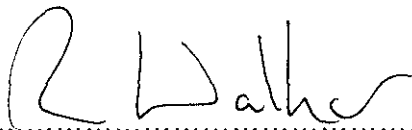
Company No. 1404713

COMPANIES ACT 1985
SPECIAL RESOLUTION OF
PRUDENTIAL CORPORATION HOLDINGS LIMITED (the "Company")

Passed on 26 September 2002

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

"Article 3 shall be amended by the substitution in lines two and three of
"£1,650,000,000" and "650,000,000" in place of £1,400,000,000" and
"400,000,000" respectively.



Secretary

