

Company No. 1404713

COMPANIES ACT 1985

RECORD OF WRITTEN RESOLUTION OF

PRUDENTIAL CORPORATION HOLDINGS LIMITED (the "Company")

Passed on 9 December 2002

We being all of the members of the Company entitled to receive notice of and to vote at general meetings of the Company hereby resolve that the following resolution be and is hereby passed as a special resolution of the Company, and declare that in accordance with article 50 of the Company's articles of association such resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

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

Article 61 shall be deleted and substituted by the following new Article 61:

"The Directors may entrust or delegate any of their powers to any one of their number or to a Committee consisting of such members of their body or any other person or persons as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors."



R Walker
Secretary

