

PRUDENTIAL CORPORATION HOLDINGS LIMITED

Registered number: 1404713

Certified copy of a written resolution of the members of the Company (equivalent to a special resolution) pursuant to Article 49 of the Articles of Association of the Company passed on 31 December 1996.

Amendment to Articles of Association of the Company

RESOLVED

By Special Resolution

THAT Article 3 of the Articles of Association of the Company be replaced by the following Article:

"3. The Directors are authorised for the purposes of Section 80 of the Companies Act 1985 to allot Shares up to the amount of Share Capital from time to time remaining unissued during the period of five years from the date of adoption of this Article. Shares shall be issued on such terms and at such time or times as the Directors shall resolve. In accordance with Section 91 of the Companies Act 1985 Sections 89(1) and 90(1) - (6) inclusive of the Companies Act 1985 shall be excluded from applying to the Company."



P R Rawson
Secretary
31 December 1996

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