

**RESOLUTIONS OF
ICAP GROUP HOLDINGS LIMITED**

On the 29 day of June 2009, the following resolution was duly passed as a written resolution in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

As a special resolution in accordance with section 283 of the Companies Act 2006:

THAT, pursuant to the provisions of section 43 of the Companies Act 1985, the Company be reregistered as a public company under the name of "ICAP GROUP HOLDINGS PLC" and that in connection with such re-registration:

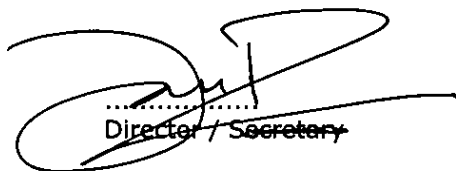
(a) the memorandum of association of the Company be amended as follows:

(i) by deleting the existing clause 1 and substituting therefore the following clauses to be numbered 1 and 2:

" 1. The Company's name is ICAP GROUP HOLDINGS PLC.
2. The Company is to be a public company."; and

(ii) by renumbering the other existing clauses accordingly; and

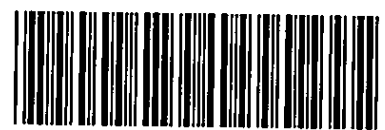
(b) new articles of association in the form contained in the draft articles of association produced to the meeting and initialled by the chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.



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Director / Secretary

Presented by:
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MONDAY



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29/06/2009
COMPANIES HOUSE