



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

43(3)(e)

Declaration on application by a private company for re-registration as a public company

Company Number

6694512

Company Name in full

ICAP GROUP HOLDINGS LIMITED

I, TERI-ANNE CAVANAGH

of 2 Broadgate, London EC2M 7UR

① Please delete
as appropriate.

② ~~a director~~ [the secretary] of the company do solemnly and sincerely declare that:

Day Month Year

1. the company passed a special resolution on 29 06 2009 that the company be

re-registered as a public company;

2. the conditions of sections 44 and 45 of the Companies Act 1985 (so far as applicable) have been satisfied;

3. between the balance sheet date and the application for re-registration, there has been no change in the company's financial position resulting in the amount of its net assets becoming less than the sum of its called-up share capital and undistributable reserves.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

T. Cavanagh

Declared at

2 Broadgate, London EC2M 7UR

Day Month Year

on

29 06 2009

③ Please print name.

before me ④

Duncan J. R. Wales

Signed

[Signature]

Date

29 June 2009

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Teri-Anne Cavanagh

ICAP plc, 2 Broadgate, London

EC2M 7UR Tel 0207 0005782

DX number

DX exchange

MONDAY



LD1

L4G8KB4C

29/06/2009

38

COMPANIES HOUSE

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2