

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

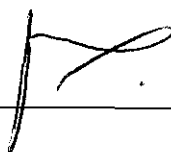
CCF CHARTERHOUSE PLC

At an EXTRAORDINARY GENERAL MEETING of the ordinary shareholders of the Company held at 1 Paternoster Row, St Paul's, London EC4M 7DH on 27 June 2000 the following resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

THAT:

1. pursuant to section 53(1)(a) of the Companies Act 1985 (the "Act") the Company be re-registered as a private company;
2. the name of the Company be changed to Charterhouse Securities Holdings Limited;
3. pursuant to section 53(2) of the Act the memorandum of association of the Company be altered by the deletion of Clauses 1 and 2 and the insertion of new Clauses 1 and 2 as follows:
 - "1. The name of the Company is "Charterhouse Securities Holdings Limited".
 2. The Company is to be a private limited company."
4. pursuant to section 53(2) of the Act new articles of association of the Company in the form of the annexed draft initialled by the Chairman for the purposes of identification be adopted in substitution for the Company's existing articles of association.



Chairman

