

Company Number 954730

The Companies Act 1985
Company Limited by Shares
SPECIAL RESOLUTION
OF
EUROMONEY INSTITUTIONAL INVESTOR PLC
PASSED JANUARY 20, 2000

At an Annual General Meeting of the Company held on January 20 2000 the following resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

1. That the Articles of Association of the Company be amended as follows:

1.1 The last sentence of Article 85 be deleted.

1.2 Article 95.2 be deleted and Articles 95.3 to 95.6 inclusive be re-numbered accordingly.

1.3 The last sentence of Article 105 be deleted.

1.4 The current Article 106 be deleted and replaced with the following:

"Each director shall retire from office at the third Annual General Meeting after the Annual General Meeting at which he was last elected."

1.5 The current Article 107 be deleted and replaced with the following:

"Subject to the Statutes and these Articles, the directors to retire by rotation at the Annual General Meeting in every year shall be in addition to any director who wishes to retire and not to offer himself for re-election. A retiring director shall be eligible for re-election and shall act as a director throughout the Meeting at which he retires."

Chairman

