

Company Number 954730

**The Companies Act 1985**  
**Company Limited by Shares**  
**RESOLUTIONS**  
**OF**  
**EUROMONEY INSTITUTIONAL INVESTOR PLC**

**PASSED JULY 14 2000**

At an Extraordinary General Meeting of the Company held on July 14 2000 the following resolutions were passed:-

**ORDINARY RESOLUTION**

- 1 That, each Ordinary Share of 1 pence in the capital of the Company whether issued or unissued be, and is hereby, sub-divided into four New Ordinary Shares of 0.25 pence each in the capital of the Company with effect on and from 8.00 am on Wednesday July 19 2000 (subject only to the admission of the New Ordinary Shares arising as a result of such sub-division to the Official List of the London Stock Exchange).

**SPECIAL RESOLUTION**

- 2 That, conditional upon the passing of Resolution 1 and to reflect the sub-division of the share capital of the Company, the authorisation granted to the Company by the Special Resolution passed as Resolution 9 at the Annual General Meeting of the Company held on January 20 2000 be amended so that:
  - (a) the maximum number of shares which may be purchased is 8,744,740 ordinary shares of 0.25 pence each, being the sub-divided equivalent of 10 per cent of the issued ordinary share capital on November 30 1999; and
  - (b) the minimum price at which shares may be purchased is 0.25 pence per share.

**SPECIAL RESOLUTION**

- 3 That, conditional upon the passing of Resolution 1, Article 2 of the Articles of Association of the Company be amended as follows:

The definition "Ordinary Shares" means ordinary shares of 1 pence each in the Company' be replaced with "Ordinary Shares" means ordinary shares of 0.25 pence each in the Company.'



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18/7/00

#### **SPECIAL RESOLUTION**

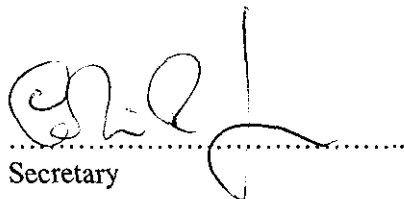
- 4 That, conditional upon the passing of Resolution 1, Article 4 of the Articles of Association of the Company be deleted and replaced with the following new Article 4:

'The capital of the Company is the sum of £280,000 divided into 112,000,000 Ordinary Shares of 0.25 pence each.'

#### **SPECIAL RESOLUTION**

- 5 That Article 84.1 of the Articles of Association of the Company be amended as follows:

The first sentence be deleted and replaced with the following sentence: 'Until otherwise determined by the Company in general meeting, the number of directors shall not be less than three and there shall be no maximum number of directors.'

  
.....  
Secretary

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Co. Name Fast Retailing (U.K. Ltd)Company Number 4009004STEM BATCH ID 322STEM BATCH DATE 19/10/00

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