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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION
of
KLEINWORT BENSON OVERSEAS HOLDINGS LIMITED**

At an EXTRAORDINARY GENERAL MEETING of the Company held at 20 Fenchurch Street, London EC3P 3DB on 10th July 1996 the following was passed as a Special Resolution:

SPECIAL RESOLUTION

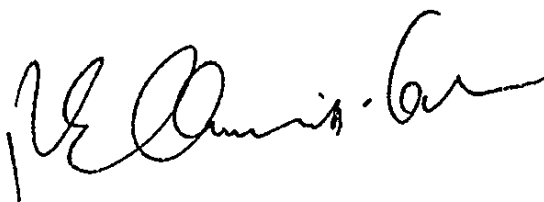
THAT

- (a) the name of the Company be changed to Kleinwort Benson Overseas Holdings PLC;
- (b) pursuant to Section 43(1)(a) of the Companies Act 1985 ("the Act") the Company be re-registered as a public company;
- (c) pursuant to Section 43(2)(a) and (b) of the Act the memorandum of association of the Company be altered by the deletion of the existing Clause 1 and substituting therefor the following clauses to be numbered 1 and 2:

- 1. The name of the Company is Kleinwort Benson Overseas Holdings PLC.
- 2. The Company is to be a public company.

and by renumbering the existing clauses 2, 3, 4, and 5 as 3, 4, 5, and 6, respectively.

- (d) pursuant to Section 43(2)(c) of the Act, the articles of association of the Company be altered by the deletion of article 2.



Chairman

