

COMPANY No. 1548967

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS**

OF

**CITIGROUP GLOBAL MARKETS EUROPE LIMITED**

Pursuant to Section 381A of the Companies Act 1985 the following Resolutions were duly passed on 16 March 2007 as two Ordinary Resolutions and one Special Resolution:

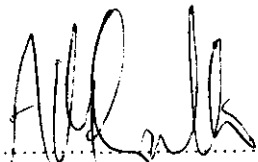
**ORDINARY RESOLUTIONS:**

- THAT the authorised share capital of the Company be increased by \$500,000 by the creation of 500,000 new Dollar Non-Cumulative Redeemable Preference Shares of \$1 each;
- THAT the memorandum of association of the Company be amended by the replacement in clause 5 of "\$2,355,000" by "\$2,855,000" and the addition of a new footnote 2(s) stating "by Resolution dated 16 March 2007 the capital of the Company was increased by \$500,000 by the creation of 500,000 Dollar Non Cumulative Preference Shares of \$1 each; and

**SPECIAL RESOLUTION**

- THAT the articles of association of the Company be amended by the replacement in article 3(a) of "\$2,355,000" by "\$2,855,000" and the replacement in article 3(a)(vii) of "2,355,000" by "2,855,000".

The amended memorandum of association and articles of association are attached hereto.

  
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A M Gault  
Secretary

Presented by:  
Jill Robson  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB

WEDNESDAY



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21/03/2007  
COMPANIES HOUSE

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