

Company No 01978621
THE COMPANIES ACT 1985 - 1989
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
of JEFFERIES INTERNATIONAL LIMITED
passed the 16th August 2007

At a general meeting of the members of the above-named company, duly convened and held at Bracken House, One Friday Street, London EC4M 9JA on the 16th August 2007 the following ORDINARY RESOLUTIONS were passed

**INCREASE IN
AUTHORISED
SHARE CAPITAL**

THAT the share capital of the company be increased from £26,330,000 00 to £44 274 187 00 by the creation of the following new shares

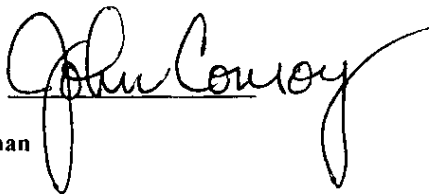
17,944,187 Ordinary shares of £1 00 each ranking in all respects pari passu with the 26,330,000 existing Ordinary shares of £1 00 each in the capital of the company

**RENEWAL OF
AUTHORITY TO
ALLOT SHARES**

THAT the directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 and pursuant to the elective resolution previously passed by the company under the provisions of Section 80A of that Act to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution for an indefinite period

Signed:

Chairman



FRIDAY



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COMPANIES HOUSE

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