

28-05-99

Company Number : 2685988

The Companies Act 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF

INVESTEC HOLDINGS (U.K.) LIMITED

(Pursuant to Section 378 of the Companies Act 1985)

Passed on 25th March 1999

On 25th of March 1999 the following was duly passed as a Special Resolution:

THAT with the sanction of the Department of Trade the name of the Company be changed to:

"Guinness Mahon Holdings Limited"

with immediate effect.

A handwritten signature in black ink, appearing to read 'R Vardy'.

Richard Vardy
Company Secretary

N/C 2100
IB 610904
S/OAR
2.0.3

CHGENAME

28 - 05 - 99

Company Tree

Date as at: 31/03/1999

Company Name: Investec Holdings (U.K.) Limited

Company Number: 2685988

- Carr Sheppards Crosthwaite (Holdings) Limited (100.00%)
 - Carr Sheppards Crosthwaite Limited (100.00%)
 - Bell Nominees Limited (100.00%)
 - C.S. Trustee Services Limited (100.00%)
 - (d) — Carr (PAL) Nominees Limited (100.00%)
 - Carr Investment Services Nominees Limited (100.00%)
 - Carr PEP Nominees Limited (100.00%)
 - Carr Sheppards Insurance Brokers Limited (100.00%)
 - Carr Sheppards Pension Trustees Limited (100.00%)
 - (d) — Carrchase Nominees Limited (100.00%)
 - Ferlim Nominees Limited (100.00%)
 - HCL Nominees Limited (100.00%)
 - Individual Savings Account Administration Limited (100.00%)
 - ISA Administration Limited (100.00%)
 - Mayflower Management Company Limited (100.00%)
 - PEP Services (Nominees) Limited (100.00%)
 - PEP Services Limited (100.00%)
 - R & R Nominees Limited (100.00%)
 - Sheppards & Chase Limited (100.00%)
 - (d) — Sheppards Limited (100.00%)
 - Sheppards Nominees Limited (100.00%)
 - Sheppards PEP Nominees Limited (100.00%)
 - Tudor Nominees Limited (100.00%)
- Clive Securities Group Limited (100.00%)
 - (d) — CLIVCO Nominees Limited (100.00%)
 - (d) — Clive Investments Limited (100.00%)
 - Investec Derivatives Limited (100.00%)
 - Investec Quantitative Trading Limited (100.00%)

RETAIN FOR 5 YEARS

28-05-99

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 2685988

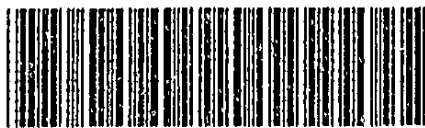
The Registrar of Companies for England and Wales hereby certifies that

INVESTEC HOLDINGS (U.K.) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

GUINNESS MAHON HOLDINGS LIMITED

Given at Companies House, London, the 31st March 1999



C02685988U

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



C O M P A N I E S H O U S E