

Company No: 02958427

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

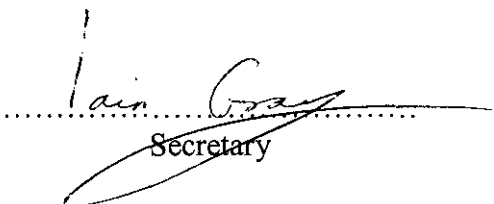
BROKER DIRECT PUBLIC LIMITED COMPANY

Passed the 12th day of July 2005

At a Meeting of the "C" Ordinary shareholders of the above-named Company duly convened and held at Broker Direct Plc, Deakins Business Park, Hall Coppice Road, Egerton, Bolton, BL7 9RW on the 12th July 2005 the following Special Resolution was duly passed as specified below:-

SPECIAL RESOLUTION

THAT this separate class meeting of the holders of the "C" Ordinary shares in the capital of the Company hereby consent to each and every variation, modification or abrogation of the rights and privileges attached or belonging to the "C" Ordinary shares effected thereby or giving effect thereto at the Annual General Meeting of the Company which is being held on 12th July 2005 at 10:30 a.m.


.....
Secretary

