

No: 3311052



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO. 2222) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 27th March, 1997 the following resolutions were passed, resolutions 1 and 2 as special resolutions and resolutions 3 and 4 as ordinary resolutions:-

Special Resolutions

1. That the name of the Company be changed to Deloitte & Touche Consulting Group Limited.

"FOR INFORMATION ONLY"
--- THIS RESOLUTION PROCESSED SEPARATELY ---
2. That the Memorandum of Association in the form produced to the meeting and for the purpose of identification signed by the chairman be and is hereby approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association thereof.

Ordinary Resolutions

3. That the authorised share capital of the Company be increased to ten million pounds (£10,000,000) by the creation of nine million nine hundred and ninety nine thousand nine hundred (9,999,900) additional ordinary shares of one pounds (£1) each.
4. That, pursuant to section 80 Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of five million pounds (£5,000,000) provided that this authority, unless renewed, shall expire on the date three months from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

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Antoine
Chairman of the meeting

