

No: 3512757 C/N: 1/5/98



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO. 2320) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 30th March, 1998 the following resolutions were passed, resolutions 1 and 2 as special resolutions and resolutions 3 and 4 as ordinary resolutions:

RESOLUTIONS

1. That the name of the Company be changed to KPMG Holdings Limited.
2. That, subject to the passing of the previous resolution, the Board be and it is hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment, PROVIDED THAT this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £50,000, and shall expire upon the renewal of this power or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.
3. That the authorised share capital of the Company be increased to £50,000 by the creation of 49,900 additional Ordinary Shares of one pound each.
4. That, pursuant to section 80 of the 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 £49,998 provided that this authority, unless renewed, shall expire on the date five years 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

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the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

A. C. Johnson
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Chairman of the meeting

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