

**Company No. 03512757**

**The Companies Act 2006**

**Company Limited by Shares**

**Special Resolutions of KPMG Holdings Plc ("the Company")**

At a general meeting of the Company duly convened and held at 15 Canada Square, London E14 5GL, on 31 August 2010, resolutions numbered 1 and 2 were duly passed as special resolutions

- 1 That the Company be re-registered as a private company pursuant to Section 97 of the Companies Act 1985 by the name of KPMG Holdings Limited
- 2 That the attached updated Memorandum and Articles of Association of the Company be adopted



Chairman – John Griffith-Jones

Dated 31 August 2010

