

No: 3513178



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

KPMG LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on *21st July*, 1998 the following special resolutions were passed:

SPECIAL RESOLUTIONS

1. That, subject to the passing of Resolution no. 2 in the notice of meeting in which this resolution is proposed, the name of the Company be changed to KPMG Plc.
2. THAT the Company be re-registered as a public company in accordance with section 43 of the Companies Act 1985 under the name of KPMG Plc and that the memorandum of association of the Company be altered in the following manner:
 - (A) the words "A PUBLIC COMPANY LIMITED BY SHARES" be substituted for the words "COMPANY LIMITED BY SHARES" at the top of the first page of the Memorandum;
 - (B) the name of the Company be changed to KPMG Plc;
 - (C) the existing Clause 1 be deleted and be replaced by the following new Clause 1:

"1. The name of the Company is "KPMG Plc".";
 - (D) the following new Clause 2 be inserted:


"2. The Company is to be a public company.";
 - (E) the existing Clauses 2, 3, 4 and 5 be re-numbered 3, 4, 5 and 6 respectively;
 - (F) the renumbered Clause 4 be deleted and replaced by the new Clause 4 which is set out in the Memorandum of Association of the Company as produced to

the meeting and which for the purposes of identification only is signed by the Chairman; and

- (G) the re-numbered Clause 6 be deleted and be replaced by the following new Clause 6:

“6. The company’s share capital is £5,000,000 divided into 5,000,000 shares of £1 each and the company shall have the power from time to time to divide the original or any increased capital into classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.”

Subject to Resolutions 1 and 2 being passed, the existing Articles of Association be replaced by the Articles of Association attached to this notice and signed for the purposes of identification by the Chairman of the meeting.


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Chairman of the meeting

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