

Company No 4743602

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION**

of

**LCH.CLEARNET GROUP LIMITED**

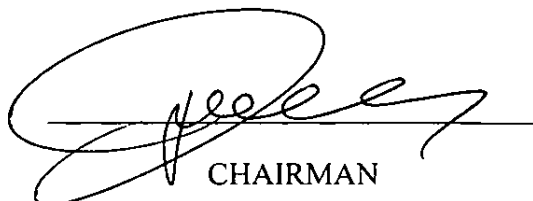
**(the "Company")**

At a general meeting of the Company duly convened and held at Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ at 09 30 a m London time on 3 April 2012, the following special resolution was duly passed

**SPECIAL RESOLUTION**

THAT

- 1 conditional upon Completion of the Transaction, new articles of association of the Company in the form of the draft produced to the meeting and initialled by the Chairman for identification purposes will be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the current articles of association, and
- 2 notwithstanding Article 29 3, the Directors shall be authorised to declare a special dividend as an interim dividend on the basis described in the Circular, which shall become a debt, due and payable, only on the Dividend Payment Date

  
CHAIRMAN

WEDNESDAY



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LD2

04/04/2012

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COMPANIES HOUSE