

Company No 4743602

THURSDAY



A26 *A253YRK3* 28/03/2013 #97
COMPANIES HOUSE

THE COMPANIES ACT 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 Aldgate House, 33 Aldgate High Street, London EC3N 1EA at 09 00 a m (London time) on 27 March 2013, the following resolution was passed as a special resolution

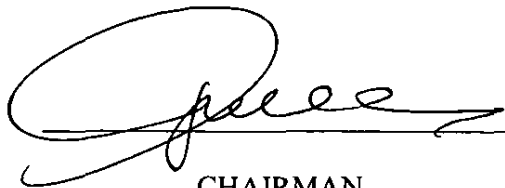
SPECIAL RESOLUTION

THAT, in connection with the Transaction:

- (a) conditional upon and with effect from Completion of the Majority Acquisition, 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 be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the current articles of association and each and every variation, modification or abrogation of the rights and privileges attached to the ordinary shares of €1 each in the capital of the Company which is or may be thereby effected be and are hereby sanctioned,
- (b) without in any way limiting the powers set out in article 4 5 of the New Articles, Placings to one or more Future Venue Partners (as defined in the New Articles) at a price of at least €10 per New Share be and are hereby approved,
- (c) without in any way limiting the powers set out in article 4 5 of the New Articles, Placings to Shareholders at a price of at least €10 per New Share including the Top-Up Placing to LSEG at €10 per New Share, in each case, in accordance with the New Articles and in addition to the authorities set out in the New Articles, be and are hereby approved,
- (d) the issue at €10 per New Share of such number of New Shares pursuant to the offering as is required to raise the Capital Raise Amount, taking into account the

proceeds of any placings of New Shares authorised pursuant to paragraphs (b) or (c) of this Resolution, on the basis described in the Circular be and is hereby approved,

- (e) in addition to the authorities set out in the New Articles, the directors of the Company be and are hereby unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of €32 million, such authorities to expire on the date immediately following completion of the Capital Raise but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired,
- (f) in addition to the authorities set out in the New Articles, the directors of the Company be and are hereby empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities contained in this Resolution free of the restriction in section 561 of the Act, such power to expire on the date immediately following completion of the Capital Raise but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired, and
- (g) the directors of the Company be and are hereby authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purposes of giving effect to the Transaction provided that no such act or thing is materially inconsistent with any matter described in the Circular

A handwritten signature in black ink, appearing to be 'J. Lee', written over a horizontal line.

CHAIRMAN