

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

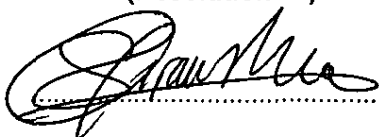
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LCH.Clearnet Group Limited  
(the "Company")

At the Annual General Meeting of the Company, duly convened and held at Aldgate House, 33 Aldgate High Street, London EC3N 1EA at 10.00am London time on Wednesday 14 October 2009, the following were duly passed as Special Resolutions:

Special Resolutions

1. That, in accordance with Article 6.1, that subject to and with effect from the satisfaction or waiver of the Conditions and subject to and conditional upon the passing of the resolution set out in paragraph 15 below:
  - (a) the articles of association of the Company be amended by deleting paragraph 5 of the Company's memorandum of association and the accompanying note which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association; and
  - (b) new articles of association of the Company in the form of the draft produced to the meeting and initialled "LCH 1" 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 existing articles of association.  
(Resolution 14)
2. That, in accordance with Article 6.1, that subject to and conditional upon the adoption of the Redemption Articles pursuant to the resolution set out in paragraph 14 above, each Ordinary Share which is to be redeemed by the Company pursuant to the terms and conditions set out in Schedule 2 of the Circular be reclassified as one Redemption Share having the rights and restrictions set out in the new article 4.4 of the Redemption Articles. (Resolution 15)
3. That, in accordance with Article 6.1, that subject to and conditional upon all of the Redemption Shares being redeemed and the Redemption Shares in issue being treated as cancelled pursuant to section 688 of the Companies Act 2006, new articles of association of the Company in the form of the draft produced to the meeting and initialled "LCH 2" 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 existing articles of association as at that date.  
(Resolution 16)



Stephan Giraud-Prince

Company Secretary

TUESDAY



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10/11/2009

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