

Company Number: 5162008

The Companies Act 1985 to 1989

Written Resolution

Of

ICAP Futures Limited

We the undersigned being all the members of the company for the time being having the right to attend and vote at general meetings hereby pass the following resolution as an elective resolution and agree that the resolution shall be as valid and effective as if passed at a general meeting duly convened and held.

It is resolved THAT:

- (1) to dispense with the need to lay accounts before a general meeting under Section 252 of the Companies Act 1985;
- (2) to dispense with the holding of annual general meetings under section 366A of the Companies Act 1985; and
- (3) to dispense with the appointment of auditors annually under Section 386 of the Companies Act 1985.

Dated this 9 day of July 2004

Signed:

Hele Drumfield

For and on behalf of Garban Group Holdings Ltd

