Company number
5807599

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

Tullett Prebon plc (the Company)

(passed on 26 February 2007)

At an extraordinary general meeting of the Company duly convened and held at 9th Floor, 88 Wood Street, London, EC2V 7QR on 26 February 2007 at 9.00 a.m., the following resolutions were duly passed:
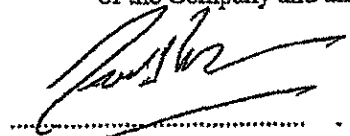
Special Resolution

1.   THAT the nominal value of each ordinary share in the capital of the Company be reduced from 325 pence to 25 pence (the **Reduction of Capital**) and with respect to the sum arising from the reduction in such nominal value, 142 pence per each ordinary share be repaid to the Company's ordinary shareholders on the register of members at 6.00 p.m. on the day on which the proposed reduction is confirmed by the Court in respect of each ordinary share held by them at such time.

Ordinary Resolution

2.   THAT, conditional on the passing of Resolution 1 above and the Reduction of Capital referred to therein becoming effective, the directors of the Company be empowered to allot relevant securities up to a maximum nominal amount of £17,694,844 but so that this authority shall expire on the next annual general meeting of the Company and that all previous authorities under Section 80 of the Companies Act 1985 (the Act) shall cease to have effect.

Special Resolution

3.   THAT conditional on the passing of Resolution 1 above and the Reduction of Capital referred to therein becoming effective, in accordance with Article 7 of the Company's Articles of Association, the directors be empowered to allot equity securities for cash as if Section 89(1) of the Companies Act 1985 did not apply and that for the purposes of Article 7 the nominal amount to which this power is limited shall be £2,654,226 and this power shall expire on the next annual general meeting of the Company and all previous authorities under Section 95 of the Act shall cease to have effect.

Keith Hamill

Chairman

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Allen & Overy LLP