

The Companies Act 1985
Private Company Limited by Shares
Written Resolutions of INVESTEC LIMITED

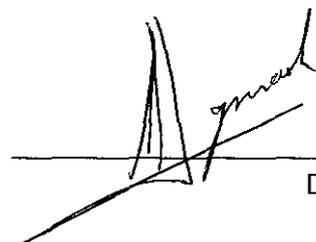
The following resolutions were passed as written resolutions of the Company on 5th December 2000 in accordance with the Articles of Association of the Company.

Written Resolutions

- 1 **THAT** the Directors be and are hereby authorised to apply for the re-registration of the Company as a public company under the name Investec Plc and accordingly that:-
 - 1.1 the following new Clause 2 be inserted into the Company's Memorandum of Association:

"The Company is to be a Public Company"

and the remaining clauses be re-numbered accordingly.
 - 1.2 the name Investec Plc be substituted for the name Investec Limited in Clause 1 of the Company's Memorandum of Association.
- 2 **THAT** the Memorandum of Association of the Company be altered by deleting Clause 4 thereof and by substituting therefor Clause 4 contained in the print of the Memorandum of Association which, for the purposes of identification, is signed by a director of the Company.
- 3 **THAT** the regulations contained in the print of the Articles of Association, for the purposes of identification signed by a director of the Company, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.



Director

