

NUMBER OF COMPANY 244974

THE COMPANIES ACTS 1985 AND 1989

PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

OF

HEWITT GROUP PLC

---

PASSED THIS 10TH DAY OF NOVEMBER 1995

---

At an EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held at 2nd Floor, 20 Cockspur Street, London SW1Y 5BL on the 10th day of November 1995 the following SPECIAL RESOLUTION was duly passed.

SPECIAL RESOLUTION

THAT the Company's share premium account as at the date of this resolution be cancelled.

.....  
  
SECRETARY

