NUMBER OF COMPANY: 697641

THE COMPANIES ACT 1985 COMPANY LIITED BY SHARES SPECIAL RESOLUTION OF

TU FUND MANAGERS LIMITED

Passed 29 June 1998

The following special resolution of the above company was duly passed as a resolution in writing of the members dated 29 June 1998.

SPECIAL RESOLUTION

"That the maximum number of directors referred to in Article 80 of the Company's Articles of Association be and is hereby amended from 10 to 12."

Director

