NUMBER OF COMPANY: 697641

THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES SPECIAL RESOLUTION

OF

TU FUND MANAGERS LIMITED

Passed on 31 August 2001

At the ANNUAL GENERAL MEETING of the above named company, duly convened and held at 1 King William Street, London EC4N 7AR on Friday 31st August 2001 at 10.30am, the following Special Resolution was passed:

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 12 to 15."

Company Secretary

A20 *ADDT64EH* 0899
COMPANIES HOUSE 26/09/01