

Company Number 951043



**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

RESOLUTION

of

MERCURY ASSET MANAGEMENT GROUP plc

At an Extraordinary General Meeting of the above Company duly convened and held at 33 King William Street, London EC4R 9AS on 6th March 1998 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

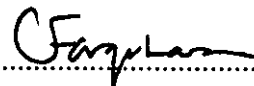
THAT pursuant to the provisions of Section 53 of the Companies Act 1985 the Company be re-registered as a private company with effect from 9th March 1998 or from such other date as may be approved by the Registrar of Companies and that the Memorandum of Association of the Company be thereupon altered as follows:

- (a) by deleting the existing Clauses 1 and 2 and substituting therefor the following clause as Clause 1:

The name of the Company is "MERCURY ASSET MANAGEMENT GROUP LTD";

- (b) by renumbering the existing Clauses 3, 4, 5 and 6 as Clauses 2, 3, 4 and 5 respectively;

and that the Articles of Association of the Company be amended as necessary to remove any reference to public company status.


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Secretary