

No. 1805708

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

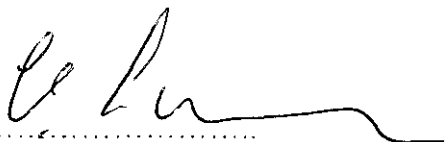
THE FLEMING TECHNOLOGY TRUST PLC

(Passed 3 October 2001)

At the separate general meeting of the holders of the 13.0 per cent. cumulative preference shares of £1 each in the capital of the Company, duly convened and held at 10 Aldermanbury, London EC2V 7RF held on 3 October 2001 at 2.25 p.m. (such meeting having been adjourned from 2.05 p.m. on 2 October 2001) the following resolution was passed as an extraordinary resolution.

EXTRAORDINARY RESOLUTION

THAT, sanction be and is given to the passing by the Company in general meeting of the resolutions numbered 5 and 6 set out in the notice convening an Annual General Meeting of the Company on 3rd October 2001 at 2.30 p.m. and to all modifications, abrogation and variations of the special rights attaching to the preference shares of £1 each in the capital of the Company made or deemed to be made by the same.



Chairman

