

Company Number: 2056420

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION**  
**OF**  
**KLEINWORT BENSON INVESTMENT MANAGEMENT LIMITED**

(Passed on 23 January 2001)

At an Extraordinary General Meeting of the above-named Company duly convened and held at 10 Fenchurch Street, London, EC3M 3LB on 23 January 2001 the following special resolutions were duly passed:

**SPECIAL RESOLUTIONS**

- (a) THAT Article 13 of the Articles of Association of the Company be amended by deleting the first sentence up to and including the word "holder" and replacing it with the following:-

"Whenever Kleinwort Benson Group Limited, or any subsidiary or direct or indirect holding company of Kleinwort Benson Group Limited (hereinafter called "the Parent Company"), shall be the beneficial owner"

- (b) THAT Regulation 101 of Table A in the Companies (Tables A to F) Regulations 1985 (as amended) shall not apply to the Company and the following new Article 13 shall be adopted and the existing Articles 13 and 14 renumbered as Articles 14 and 15 respectively:-

"13. (A) The Directors shall provide for the safe custody of the Seal the use of which may be authorised by any one Director or any other person authorised by the Directors for this purpose.

(B) Every instrument to which the Seal shall be affixed shall be signed autographically by either any two Directors, or any one Director and any one of the Secretary, Deputy Secretary or Assistant Secretary, or by any two persons authorised (whether generally or specifically and whether described by name, title or otherwise) by the Directors for this purpose."

CERTIFIED TO BE A TRUE COPY

P. L. Long  
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Company Secretary

