

The Companies Act 1985 Public Company Limited by Shares

**SPECIAL RESOLUTIONS
OF
GARTMORE FLEDGLING INDEX TRUST plc**

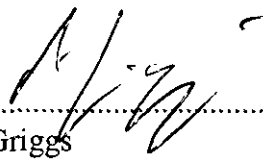
Passed on 21st February 2000

At the Extraordinary General Meeting of Gartmore Fledgling Index Trust plc held at Gartmore House, 8 Fenchurch Place, London EC3M 4PH, on 21st February 2000, the following Special Resolutions were proposed and passed:-

SPECIAL RESOLUTIONS

1. THAT without prejudice and in addition to any existing authority of the Company to purchase its own shares, the Company be and is hereby authorised in accordance with section 166 of the Companies Act 1985 to make market purchases (within the meaning of section 163(3) of the said Act) from Dresdner Kleinwort Benson of Ordinary Shares of 25p each in the capital of the Company ("shares") and of Warrants to subscribe for shares purchased by Dresdner Kleinwort Benson pursuant to the Tender Offers or either of them (as defined in the Circular from the Company to its Shareholders and Warrant holders dated 28th January 2000 (the "Circular"), a copy of which marked "A" and signed for the purpose of identification by the Chairman of the Meeting is produced to the Meeting), provided that:
 - (i) The maximum aggregate number of Shares hereby authorised to be purchases shall be 22,393,867;
 - (ii) the minimum price which may be paid for a Share pursuant to this authority shall be 25p per share;
 - (iii) the maximum price which may be paid for a Share pursuant to this authority shall be £3 per Share;
 - (iv) the authority hereby conferred shall expire on 31 March 2000; and
 - (v) the Company may make a contract or contracts to purchase shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Shares in pursuance of any such contract or contracts.
2. THAT article 153 (A) of the Articles of Association of the Company be deleted and the following substituted therefor:-

"153(A) The Directors shall propose an Ordinary Resolution at each Annual General Meeting of the Company, commencing with the Annual General Meeting to be held in 2001, proposing that the Company will continue to operate as an investment trust company. If such resolution is defeated the directors shall draw up proposals for the voluntary liquidation, unitisation or other reorganisation of the Company for submission to the members of the Company by no later than 90 days after such resolution is defeated. Implementation of the proposals shall require the approval of members by Special Resolution. If such Special Resolution is not passed, the Directors will convene a further general meeting (the "Further Meeting") at which an Ordinary Resolution to wind up the Company shall be put to members. The vote taken on the Ordinary Resolution proposed at any Further Meeting shall be taken on a poll".


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P Griggs
for and on behalf of
Gartmore Investment Limited
Secretaries