

The Companies Act 1985 Public Company Limited by Shares

**EXTRAORDINARY RESOLUTION  
OF  
GARTMORE FLEDGLING INDEX TRUST plc**

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Passed on 21st February 2000

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At the General Meeting of holders of warrants to subscribe for Ordinary shares in Gartmore Fledgling Index Trust plc held at Gartmore House, 8 Fenchurch Place, London EC3M 4PH, on 21st February 2000, the following Extraordinary resolution was proposed and passed:-

**EXTRAORDINARY RESOLUTION**

THAT the holders of the Warrants to subscribe for ordinary shares in the capital of the Company (the "Warrants") hereby sanction and consent to:

- (a) market purchases from Dresdner Kleinwort Benson of Warrants purchased by Dresdner Kleinwort Benson pursuant to the Warrant Tender Offer (as defined in the circular from the Company to its Shareholders and Warrantholders dated 28 January 2000 (the "Circular"), a copy of which marked "A" is produced to the meeting and signed for the purposes of identification by the Chairman) provided that
- (i) The maximum aggregate number of Warrants hereby authorised to be purchased shall be 1,160,490;
  - (ii) The minimum price which may be paid for a Warrant pursuant to this authority shall be 30p per Warrant;
  - (iii) The maximum price which may be paid for a Warrant pursuant to this authority shall be £2 per Warrant;
  - (iv) The authority hereby conferred shall expire on 31 March 2000; and
  - (v) The Company may make a contract or contracts to purchase Warrants 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 Warrants in pursuant of any such contract of contracts; and
- (b) every modification, variation or abrogation of the rights attached to the Warrants as will or may be involved in or effected by the passing of this resolution and / or the implementation of the Warrant Tender Offer.

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P Griggs  
for and on behalf of  
Gartmore Investment Limited  
Secretaries

