

THE COMPANIES ACT 1985
AND THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION
of
JUPITER SPLIT TRUST PLC
(the "Company")



Passed 1 November 2004

At an Extraordinary General Meeting duly convened and held on 1 November 2004, the following Resolution was duly passed as an Extraordinary Resolution:

EXTRAORDINARY RESOLUTION:

THAT:

- (A) subject to the passing of the special resolution numbered 1 set out in the notice convening an extraordinary general meeting of the Company for 1 November 2004 ("Special Resolution No. 1") and to the conditions referred to in Special Resolution No. 1 having been fulfilled in accordance with its terms, the Liquidators be and are hereby authorised:
- (i) pursuant to section 165 of the Insolvency Act 1986, to exercise such powers set out in Part 1 of Schedule 4 to that Act as may be necessary or desirable in their judgement to give effect to the Scheme; and
 - (ii) to divide among the members in-specie the whole or any part of the assets of the Company in accordance with the Scheme and they may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different class of members. The Liquidators may vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of, *inter alia*, the members as they may determine, but no member shall be compelled to accept any assets upon which there is a liability; and
- (B) the terms defined in the Circular have the same meanings in this resolution, save where the context otherwise requires.

.....
Chairman