

SECOND LONDON AMERICAN TRUST PLC

Registered No. 03186928

Public Company Limited by Shares

Companies Acts 1985

Special & Extraordinary Resolutions passed on 15 August 2006

At the Extraordinary General Meeting held on 15 August 2006 the following resolutions were approved and passed:

"2 SPECIAL RESOLUTION

THAT:

- (a) the Company be wound up voluntarily pursuant to section 84 of the Insolvency Act 1986 and Gareth Rutt Morris and Simon Peter Bower (the "Liquidators"), both of RSM Robson Rhodes LLP, 30 Finsbury Square, London EC2P 2YU, be and they are hereby appointed liquidators for the purpose of such winding up and any powers conferred on them by law or by this resolution may be exercised, and any act required or authorised under any enactment to be done by them may be done, by them jointly or by each of them alone; and
- (b) the remuneration of the Liquidators be fixed on the basis of time properly spent by them and members of their staff in attending to matters arising prior to and during the winding up of the Company and they be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the winding up of the Company.

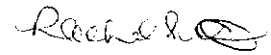
3 EXTRAORDINARY RESOLUTION

THAT subject to the passing of the resolution numbered 2 above:

- (a) the Liquidators (as defined in resolution numbered 2 above) be and are hereby authorised: (i) pursuant to section 165 of the Insolvency Act 1986 to exercise the powers set out in Part I of Schedule 4 to that Act as may be necessary or desirable in their judgement; and (ii) to distribute among the members *in specie* or in kind the whole or any part of the property and assets of the Company in accordance with the Company's articles of association and as the Liquidators see fit but without the requirement for any further recommendation or sanction of the directors or members of the Company; and
- (b) the Company's books and records be held by J O Hambro Capital Management Limited to the order of the Liquidators until the expiry of 12 months after the date of the dissolution of the Company when they may be disposed of with the prior consent of the Liquidators."



Certified true copy for and on behalf of
J O Hambro Capital Management Limited
as Company Secretary of Second London American Trust PLC



Rachel Butlin
Company Secretary
Date: 15 August 2006