

Company Number: 3489825

THE COMPANIES ACT 2006

<b>threadneedle.</b>	
CERTIFIED A TRUE COPY / EXTRACT	
DIRECTOR	SECRETARY
	WJ 25 Sept 08

**PRIVATE COMPANY LIMITED BY SHARES**

**THREADNEEDLE PORTFOLIO MANAGERS LIMITED**  
(the "Company")

**Members' Written Resolution**

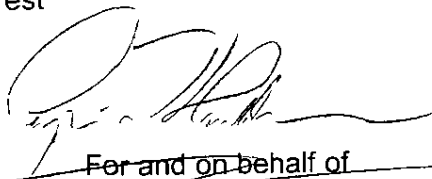
**Circulation Date 22 September 2008**

(being the date on which the resolution was first sent to a member)

We, the undersigned, being the sole member of the Company eligible to vote on the proposal at the time and date of circulation, hereby pass the following resolution pursuant to sections 288 to 300 of the Companies Act 2006

**RESOLVED**

**THAT** the directors of the Company be enabled for the purposes of section 175 of the Companies Act 2006 to authorise any matter or situation giving rise to a conflict of interest



25 September 2008

For and on behalf of  
**Threadneedle Asset Management (Nominees) Limited**  
by  
its duly authorised corporate representative

**Notes:**

- 1 A member may signify agreement to the resolution(s) by returning this document by hand, signed and dated by the member (or on the member's behalf in which case it must be accompanied with evidence of the authority to do so), to the Company Secretary at the Company's registered office, currently 60 St Mary Axe, London EC3A 8JQ, UK. A member's agreement to a written resolution, once signified, may not be revoked
- 2 The proposed written resolution(s) will lapse if not passed within the period of 28 days beginning with the Circulation Date shown above. A written resolution is passed when, as defined in the Companies Act 2006, the required majority of eligible members have signified their agreement to it

