

**THE COMPANIES ACT 1985 AS AMENDED  
COMPANY LIMITED BY SHARES  
ALLIANZ DRESDNER INCOME GROWTH INVESTMENT TRUST PLC ("THE COMPANY")**

**EXTRAORDINARY RESOLUTION**

At a separate general meeting of Ordinary Shareholders of the Company held on 19 June 2006 the following resolution was passed as an extraordinary resolution:

**EXTRAORDINARY RESOLUTION**

THAT the holders of the Ordinary Shares of 5p each in the capital of the Company ("**Ordinary Shares**") hereby sanction and consent pursuant to Article 5 of the Company's Articles of Association to (a) the passing and carrying into effect of the resolutions contained in the notices of the Extraordinary General Meetings of the Company convened for 19 June 2006 and 29 June 2006 (copies of which are produced to the meeting and signed by the Chairman thereof for the purpose of identification); (b) the implementation in all other respects of the proposals and the Scheme (as those terms are defined in the circular to shareholders of the Company dated 18 May 2006 which accompanied the said notices of Extraordinary General Meeting); and (c) any effect on, modification to, dealing with or abrogation of the rights and privileges attached to the Ordinary Shares which will or may result from the passing and carrying into effect of such resolution and/or the implementation of the Proposals and the Scheme and notwithstanding that the passing and carrying into effect of such resolutions may affect the rights and privileges attached to such shares.

  
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CHAIRMAN

**PRESENTED BY:** Ashurst  
Broadwalk House  
5 Appold Street  
London EC2A 2HA

Ref: PDG/LIM

