

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


At an extraordinary general meeting of the Company held at 9.30 a.m. on 29 June 2006 the first resolution set out below was passed as a special resolution and the second resolution set out below was passed as an extraordinary resolution:

**SPECIAL RESOLUTION**

1. THAT, subject to the conditions (other than the passing of this resolution) set out in paragraph 14 of the scheme set out in Part III of the circular to the shareholders of the Company dated 18 May 2006 (the "**Scheme**") having been fulfilled, in each case prior to the passing of this resolution:
  - (a) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and that Richard Victor Yerburch Setchim and Ian Christopher Oakley Smith, both licensed insolvency practitioners of PricewaterhouseCoopers LLP (the "**Liquidators**") be and they are hereby appointed liquidators for the purposes of such winding up with power to act jointly and severally for the purpose of winding up the affairs and distributing the assets of the Company;
  - (b) the remuneration to be paid to the Liquidators shall be fixed by reference to the time properly spent by the Liquidators and their staff in attending to matters arising prior to or during the winding up of the Company (including, without limitation, any matters outside the statutory duties of the Liquidators and undertaken at the request of the members or a majority of them) and the Liquidators be and they are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay expenses properly incurred by them in connection with the winding up of the Company; and
  - (c) the Company's books and records be held by RCM (UK) Limited to the order of the Liquidators until the expiry of 12 months after the date of dissolution of the Company when they may be disposed of, save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office.

**EXTRAORDINARY RESOLUTION**

2. THAT, subject to the passing of the resolution set out in the notice convening an extraordinary general meeting of the Company for 29 June 2006 (the "**Resolution**") and to the conditions referred to in the Resolution having been fulfilled in accordance with the terms of the Resolution, the Liquidators (as defined in the Resolution) be and they are hereby authorised:
  - (a) pursuant to section 165 of the Insolvency Act 1986, to exercise such of the powers set out in Part I of Schedule 4 to that Act as may be necessary or desirable in their judgement to give effect to the Scheme (as defined in the Resolution); and
  - (b) in accordance with the Articles of Association of the Company, to divide among the members of the Company in specie or in kind the whole or any part of the assets of the Company.

  
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CHAIRMAN

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

Ref: PDG/LIM

