

On behalf of the Charity Commissioners for England and Wales consent under s. 64 of the Charities Act 1993 is hereby given to these proposed amendments.


Assistant Commissioner

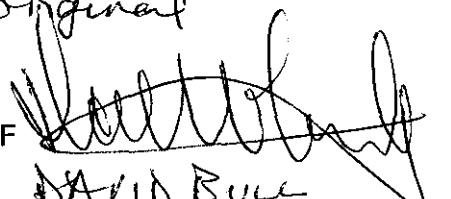
SPECIAL RESOLUTIONS

The United Kingdom Committee for UNICEF

Company no. 3663181

Charity no. 1072612

I certify this to be a true copy of the original


DAVID BULL
Company Secretary
01/08/06

At the Annual General Meeting of the Company to be held on the 19th day of July 2006 the following special resolutions will be proposed.

By amending the Memorandum of Association of the Company as follows:

1. 6.1 By adding the following sub-clause

"(h) The Charity may pay any payment due to a Trustee under the indemnity provisions set out in the Articles of Association"

By amending the Articles of Association of the Company as follows:

2. 25 By deleting the existing article and substituting the following:

"Indemnity of Trustees

25.1 In the management of the affairs of the Charity no Trustee shall be liable (to the extent permitted by the Act) for any loss to the property of the Charity arising by reason of:

- (a) improper investment made in good faith (so long as the Trustee sought professional advice before making such investment); or
- (b) negligence or fraud of any agent employed by any Trustee in good faith (provided reasonable supervision shall have been exercised); or
- (c) any mistake or omission made in good faith by any Trustee; or
- (d) by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the Trustee.

25.2 Subject to and to the extent permitted by the Act, but without prejudice to any indemnity to which he may otherwise be entitled every Trustee may be indemnified out of the assets of the Charity against all costs and liabilities incurred by him in

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relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee save that no Trustee shall be entitled to be indemnified:

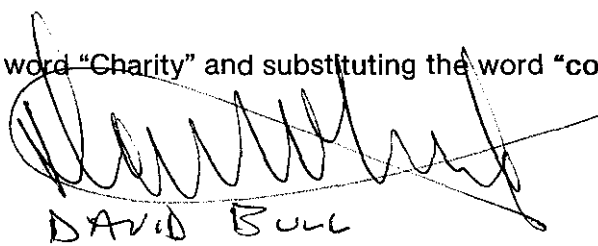
- (a) for any liability incurred by him to the Charity or any associated company of the Charity (as defined by the Act for these purposes);
- (b) for any fine imposed in criminal proceedings;
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;
- (e) for any costs for which he ^①has become liable in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him; and
- (f) for any costs for which he has become liable in connection with any application under sections 144(3) or (4) or 727 of the Act in which the court refuses to grant him relief and such refusal has become final.

25.3 Every Trustee may have funds provided to him by the Charity to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee, provided that he will be obliged to repay such amounts no later than:

- (a) in the event he is convicted in proceedings, the date when the conviction becomes final;
- (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- (c) in the event of the court refusing to grant him relief on any application under sections 144(3) or (4) or 727 of the Act, the date when refusal becomes final.

By amending the Memorandum of Association of the Company as follows:

3. 6.1(d) By deleting the word "Charity" and substituting the word "company"



DAVID BULL

Company Secretary 01/08/06