

Registration number: 3969011

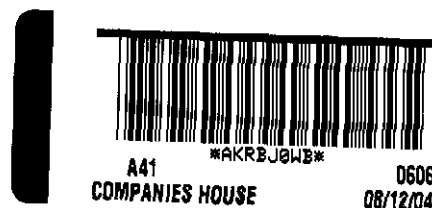
THE COMPANIES ACTS 1985 AND 1989

SPECIAL BUSINESS

of

NEW STAR INVESTMENT TRUST PLC

Passed 24 November 2004



At the Annual General Meeting of the above-named Company, duly convened and held on 24 November 2004, the following resolutions were duly passed as Special Business:-

Resolution 6: To consider and, if thought fit, pass the following Ordinary Resolution:

That the Directors be empowered, pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £236,745, representing one third of the total issued Ordinary share capital as at 30 June 2004 provided always that such power expires at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution (unless renewed, varied or revoked by the Company) or 15 months from the passing of this resolution, whichever is earlier, save that the Company may before such expiry, or the expiry of any renewal of the authority, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Resolution 7: To consider and, if thought fit, pass the following Special Resolution:

That, subject to the passing of Resolution 6 set out above, the Directors be empowered, pursuant to Section 95 of the Act 1985, to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by Resolution 6 as if Section 89(1) of the Act did not apply, such power to be limited to:

- (a) the allotment of equity securities (including any issue of shares for cash out of treasury) in connection with an offer of such securities open for acceptance for a period fixed by the Directors of the Company to holders on the register on a record date fixed by the Directors of Ordinary shares in proportion (as nearly as may be) to their holdings of Ordinary shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any legal or practical problems under the laws of any overseas territory or in relation to fractional entitlements or by virtue of shares being represented by depository receipts or otherwise however; or
- (b) the allotment of equity securities (including any issue of shares for cash out of treasury), otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £35,511 equivalent to 5% of the allotted and fully paid share capital of the Company as at 30th June 2004 provided always that such power expires at the conclusion of the next Annual General Meeting of the Company following the passing of the resolution (unless renewed, varied or revoked by the Company) or 15 months from the passing of this resolution, whichever is earlier, save that the Company may before such expiry, or the expiry of any renewal of the authority, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the

Directors of the Company may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Resolution 8: To consider and, if thought fit, pass the following Special Resolution:

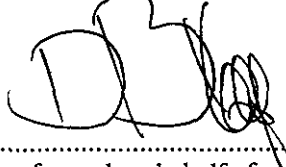
That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Act) of up to 10,646,450 Ordinary shares, or if less, 14.99% of the issued Ordinary share capital of the Company at the date this resolution is passed at a minimum price of 1p per Ordinary share and a maximum price equal to the maximum amount permitted to be paid in accordance with the rules of the UK Listing Authority in force as at the date of the purchase, such authority to expire at the conclusion of the next Annual General Meeting of the Company or, 15 months from the passing of this resolution, whichever is earlier, unless such authority is renewed prior to such time provided that the Company may make a contract to purchase Ordinary shares under the authority conferred prior to expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary shares pursuant to any such contract.

Resolution 9: To consider and if thought fit, pass the following Special Resolution:

That, subject to the passing of Resolution 7, the Directors of the Company be authorised, for the purposes of paragraph 21.21 of the Listing Rules of the United Kingdom Listing Authority, to issue Ordinary shares in the capital of the Company at a price below the net asset value per share of the existing Ordinary shares in issue provided always that such issue will be limited to:

- (i) up to an aggregate nominal amount of £35,511;
- (ii) the sale of shares which, immediately before such sale, were held by the Company as treasury shares.

Certified a true ~~extract~~ of the minutes:


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for and on behalf of
Sinclair Henderson Limited
Company Secretary