

**Company Number 15740**

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**EXTRAORDINARY RESOLUTION**

**-of-**

**THE FLEMING INCOME & GROWTH**  
**INVESTMENT TRUST PLC**

**(passed on 26<sup>th</sup> April 2000)**

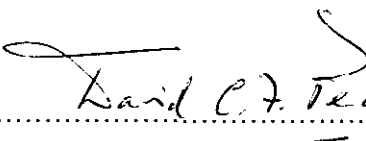


At a Separate General Meeting of the holders of the capital shares 2000 of 12½p each in the capital of the Company duly convened and held on 26 April 2000 the following was duly passed as an extraordinary resolution:

**Extraordinary Resolution**

**THAT** the holders of the capital shares 2000 of 12½p each in the capital of the Company hereby sanction and consent to:

- (A) The passing and carrying into effect of the special resolution of the Company contained in the notice of extraordinary general meeting of the Company convened for 26 April 2000 (a copy of which has been produced at the meeting and signed for the purpose of identification by the Chairman of the meeting);
- (B) The reclassification of the capital shares 2000 into capital shares 2000 with B Rights, C Rights and D Rights in accordance with the elections or deemed elections of the holders of the capital shares 2000 on the basis described in the circular to shareholders and holders of warrants in the Company dated 3 April 2000 (the "Circular");
- (C) The implementation in all other respects of the Proposals (as that term is defined in the Circular); and
- (D) Every modification, variation or abrogation of the special rights attached to the capital shares 2000 as will or may be involved in or effected by the passing of the resolution referred to in paragraph (A) of this resolution and/or the implementation of the Proposals including, without prejudice to the generality of the foregoing, the sub-division and reclassification of the capital shares 2000 and the creation, issue and redemption by the Company of special redeemable preference shares on the basis described in the Circular.

  
.....  
Chairman