

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS

- of -

HENDERSON ELECTRIC AND GENERAL INVESTMENT TRUST PLC

(passed on 30 November 2004)

At the Extraordinary General Meeting of the above-named Company held at 16 Lincoln's Inn Fields, London WC2A 3ED on 30 November 2004 the following resolutions were duly passed, of which resolutions 1 is a special resolutions and resolution 2 is an ordinary resolution.

1. THAT:

- (A) the Company be authorised for the purpose of section 166 of the Companies Act 1985 to make market purchases (within the meaning of section 163 of the said Act) of its issued Ordinary Shares of 5 pence each (the "Ordinary Shares") pursuant to the Tender Offer (the "Tender Offer") on the terms summarised in the circular to Shareholders of the Company of which the notice of this meeting forms a part (the "Circular"), provided that:
- (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 43,176,550;
 - (ii) the price which shall be paid for an Ordinary Share shall be the Repurchase Price (as defined in the Circular) (which shall be both the maximum and minimum price for the purposes of section 166 of the Companies Act 1985); and
 - (iii) unless renewed, the authority hereby conferred shall expire on 1 March 2005 save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after such expiry.
- (B) the authority to make market purchases within the meaning of section 163(3) of the Companies Act approved by Shareholders at the annual general meeting of the Company on 16 September 2004 shall continue in effect and shall not be affected by the passing of this resolution nor shall any part of that authority be used up by the Tender Offer; and

2. THAT the maximum amount of fees which may, in aggregate, be paid out of the funds of the Company to Directors under Article 91 of the Articles of Association of the Company shall be increased from £90,000 per annum to £130,000 per annum.

Certified to be a true copy of the original resolutions



BNP Paribas Secretarial Services Limited
Company Secretary

30 November 2004

