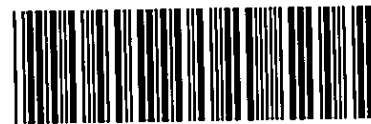


THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

SATURDAY



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RM 06/08/2011 7
COMPANIES HOUSE

ELECTRIC & GENERAL INVESTMENT TRUST PLC
(THE "COMPANY")

At a general meeting of ordinary shareholders of the Company duly convened and held on 5 August 2011, the following resolution was passed as a special resolution

SPECIAL RESOLUTION

THAT

- 1 subject always to paragraph 5 of this resolution, with effect from the business day preceding the Effective Date, all of the Shares in issue at the date of the passing of this resolution shall be, and they are hereby, reclassified into Shares with "A" rights and Shares with "B" rights on the following basis
 - (a) each such Share in respect of which an election shall have been made or deemed to have been made for the "Cash Option" in accordance with the Scheme shall convert into one Share with "A" rights of 5 pence, and
 - (b) each such Share in respect of which an election shall have been made or deemed to have been made for the "E&G Option" in accordance with the Scheme shall convert into one Share with "B" rights of 5 pence,
- 2 each Share with "A" rights or "B" rights shall have the respective rights set out in the Articles of Association of the Company as amended by this resolution,
3. the existing certificates for the Shares from which the Reclassified Shares are derived shall remain in issue and shall henceforth represent such Reclassified Shares or, where such Shares are in uncertificated form, the existing CREST account credits shall henceforth represent such Reclassified Shares,
- 4 the Articles of Association of the Company shall be amended by.
 - (a) subject always to paragraph 5 of this resolution, the Articles be and are hereby amended with effect from the business day preceding the Effective Date
 - (i) by the addition of the following as a new Article 4

"4 CAPITAL

- 4 1 The definitions contained in the Company's circular to shareholders dated 30 June 2011 (the "**Circular**") have the same meanings in this Article 4 save where the context otherwise requires
- 4 2 The authorised share capital of the Company at the date of adoption of this Article is £5,000,000 divided into 100,000,000 Shares of 5 pence each, which shall include any Shares with "A" rights and any Shares with "B" rights each as set out in Article 4.3 below
- 4.3 The rights attaching to the Shares with "A" rights and the Shares with "B" rights shall be identical, save that in a winding up of the Company in the circumstances set out in the Circular, they shall have the

following additional rights notwithstanding anything to the contrary in these Articles

- (a) subject to Article 4 3(c) below, the rights of the holders of the Shares with "A" rights in respect of the assets of the Company shall be satisfied by the payment to such holders of cash following realisation by the Company of the assets contained in the "A" Fund to which they shall respectively be entitled in accordance with the Scheme,
- (b) subject to Article 4 3(c) below, the rights of the holders of Shares with "B" rights in respect of the assets of the Company shall be satisfied by the issue to such holders of the numbers of E&G Shares to which they shall respectively be entitled in accordance with the Scheme, and
- (c) the entitlement of any holders of Shares with "A" rights and Shares with "B" rights to any surplus remaining in the Liquidation Fund shall be as respectively described in the Scheme", and

- (ii) by the addition of the following as a new Article 140

"140 WINDING UP

If the Company shall be wound up the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Companies Acts, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of the property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidators may, with the like authority, vest any part of the assets upon such trusts or in any body corporate (including, without limitation, an investment company with variable capital) for the benefit of members as the Liquidator, with the like authority, shall think fit and may receive in compensation or part compensation for such vesting units, shares or other interests in such trusts or bodies corporate for distribution among, or may direct that such compensation be distributed directly to, the members but so that no member shall be compelled to accept any shares or other property in respect of which there is a liability or potential liability ", and

- (iii) by such further amendments to the Articles as may be required to give full effect to this resolution,

- 5 in the event that a resolution for the voluntary winding up of the Company and the appointment of liquidators to be proposed at an General meeting of the Company to be held on 12 August 2011 as set out in the notice of meeting contained in the Circular is either not put to the meeting (or any adjourned meeting) or is not passed, the amendments to the Articles of Association of the Company effected by paragraph 4 of this resolution shall cease to have effect and, in either case, the reclassification of the Shares provided for by this resolution shall be reversed and each Reclassified Share shall revert to being a Share the rights of which shall be as provided by the Articles of Association of the Company (prior to the amendments proposed in this resolution),
- 6 this resolution shall operate by way of such further amendments to the Articles of Association of the Company as may be necessary to give effect to this resolution and the Scheme,

7 subject to the conditions (other than the passing of this resolution) set out in paragraph 16 of the Scheme contained in Part III of the Circular having been fulfilled

- (a) notwithstanding anything in the Articles of Association of the Company to the contrary, the Scheme be and is hereby approved and the Directors and the Liquidators be and they are hereby authorised (in so far as they are not already authorised by the Articles of Association of the Company) and directed to implement the Scheme and to execute any document and do any act or thing for the purpose of carrying the Scheme into effect and, in particular (but without prejudice to the foregoing generality).
- (i) the Liquidators be and they are hereby authorised and directed, pursuant to section 110 of the Insolvency Act 1986 and otherwise, to enter into and give effect to, and procure that the Company enter into and give effect to, the transfer agreement in the form of the draft which is produced to the meeting and signed for the purpose of identification by the chairman of the meeting with such non-material modifications thereto as the parties to such agreement may agree (the "**Transfer Agreement**"),
 - (ii) to convert into cash any assets in the Liquidation Fund and to raise the money to purchase the interests of any members of the Company who shall have validly exercised their rights under section 111(2) of the Insolvency Act 1986 out of the Liquidation Fund or, if insufficient, out of the "A" Fund and the "B" Fund proportionally in respect of such shortfall,
 - (iii) the Liquidators be and they are hereby authorised and directed to arrange for the distribution among the holders of the Shares with "A" rights, (or, in relation to Overseas Shareholders, any person nominated as nominee on their behalf in accordance with the Scheme) of the amounts of cash to which they are respectively entitled under the Scheme by way of satisfaction and discharge of their respective interests in so much of the undertaking, property and assets of the Company as shall be distributed in accordance therewith and with the Scheme,
 - (iv) the "B" Fund be transferred to the Depositary for the account of E&G Fund (or as it directs) upon the terms and subject to the conditions of the Transfer Agreement;
 - (v) the Liquidators be and they are hereby authorised and directed to request The Royal Bank of Scotland plc as E&G Fund's depositary to allot and issue E&G Shares, credited as fully paid, on the basis described in the Transfer Agreement for distribution among the holders of the Shares with "B" rights entitled thereto under the Scheme by way of satisfaction and discharge of their respective interests in so much of the undertaking, property and assets of the Company as shall be transferred to the Depositary of E&G Fund (or as it directs) in accordance therewith and with the Scheme,
 - (vi) to distribute any surplus in the Liquidation Fund in accordance with the Scheme,
 - (vii) pending distributions being made by the Liquidators to the persons entitled thereto, to invest the funds of the Company in such manner as they deem expedient having regard in particular to the requirements of section 1158 of the Corporation Tax Act 2010 (as amended), and
 - (viii) to apply for the delisting of the Shares by the UK Listing Authority at such time as the Liquidators, in their sole discretion, shall consider appropriate,

- 8 words and expressions defined in the circular to the shareholders of the Company dated 30 June 2011 (the "Circular") shall bear the same meanings in this resolution, save where the context requires otherwise



Chairman