

Company number 979749

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

ABN AMRO ASSET MANAGEMENT LIMITED

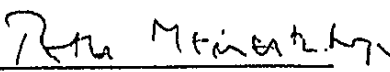
At an Extraordinary General Meeting of the Company held at 4 Broadgate, London EC2M 7LE on 14th September 1998 at 10.00 am the following resolutions were passed in the case of Resolutions 1, 2 and 3 as Ordinary Resolutions and in the case of Resolution 4 as a Special Resolution:

ORDINARY RESOLUTIONS

1. THAT the current authorised share capital of the Company consisting of £80,000 divided into 31,500 'A' Ordinary Shares of £1 each, 8,500 'B' Ordinary Shares of £1 each and 40,000 Deferred Ordinary Shares of £1 each be and it hereby is consolidated into 80,000 Ordinary Shares of £1 each
2. THAT the authorised capital of the Company be and it hereby is increased to £10,000,000 by the creation of 9,920,000 shares of £1.00 each.
3. THAT the directors be and they hereby are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £9,921,134 for a period expiring five years after the date of the passing of this resolution (unless previously renewed, varied or revoked by the Company in general meeting) and to make an offer or agreement which would or might require relevant securities of the Company to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement.

SPECIAL RESOLUTION

4. THAT the regulations contained in the printed document attached hereto and, for the purpose of identification, signed by the Chairman, be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing articles of association.


Chairman

