ABN AMRO TRUSTEES LIMITED (the "**Company**")
(registered in England and Wales no 2379632)

EXTRAORDINARY GENERAL MEETING of the Company held at 82 Bishopsgate, London, EC2N 4BN, United Kingdom at 10am on 14 December 2005

1. CHAIRPERSON

Juliana Man was appointed chairperson of the meeting.

2. NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3. BUSINESS OF THE MEETING

3.1 The chairperson explained that ABN AMRO GSTS (UK) Limited (the "**Seller**") wishes to reduce its share capital in the Company and proposes to sell 1,249,900 shares of 100p each in the capital of the Company (the "**Shares**") to the Company.

3.2 The chairperson further reported that the Directors of the Company had RESOLVED and recommend the purchase of the Shares from the Seller for a total consideration of £1,249,900.

3.3 It was noted that the Company had insufficient distributable profits (as defined in section 181 of the Companies Act 1985 (the "**Act**")) available for the payment of such consideration in accordance with sections 160 and 162 of the Act and that, accordingly, payment of such consideration would (under the Company's articles of association) be made otherwise than out of its distributable profits or the proceeds of a fresh issue of shares; namely out of capital (in accordance with section 171 of the Act) (the "**Permissible Capital Payment**").

3.4 The chairperson pointed out that the business to be transacted requires special resolutions to be passed. It was explained that special resolutions require no less than two thirds majority of votes cast to be in favour of the resolutions to be passed. It was further explained that twenty one clear days' notice should be given for the meeting (*section 378(3), Companies Act 1985*) but the Shareholders are asked for their consent to the meeting being held at shorter notice.

3.5 The chairperson explained that the Company intends to cancel the Shares purchased.

4. DOCUMENTS PRODUCED TO THE MEETING

The following documents were produced to the meeting:

(a) a draft agreement for the purchase by the Company of the Shares from the Seller (the "**Purchase Agreement**");

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(b) the accounts used to determine the amount of the Permissible Capital Payment, which had been prepared in accordance with the Act;

(c) the Company's directors' statutory declarations on the continuing solvency of the Company after the share buy-back by the Company; and

(d) the Company's auditors' report confirming that the auditors have inquired into the Company's affairs, that the amount specified as the Permissible Capital Payment" has been properly determined and that the opinion expressed by the directors in the directors' declaration is not unreasonable in all the circumstances.

(together, the "**Documents**")

5. RESOLUTIONS

Having considered the Documents the Shareholders APPROVED to the holding of the meeting on 15 days' notice and RESOLVED:

(i) that the proposed purchase of the Share out of capital be APPROVED; and

(ii) the Share Purchase Agreement be APPROVED and EXECUTED by the Company.

6. CONSIDERATION OF RIGHTS OF MEMBERS AND CREDITORS

It was further noted that the passing of the special resolutions would be subject to the rights of any member of the Company (other than one who consents to or votes in favour of the resolution), or of any creditor of the Company, to apply to the court under section 176 of the Act within five weeks of the date on which the resolution is passed for an order prohibiting the payment.

7. CLOSE

There was no further business and the chairperson declared the meeting closed.

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Chairperson

14 December 2005

Date