

Registered No: 2558025

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EAGLE STAR ISA MANAGER LIMITED

(the "Company")



We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following as a special resolution pursuant to section 381A of the Companies Act 1985:

SPECIAL RESOLUTION

THAT the existing articles of association of the Company (the "Articles") be amended so as to delete article 13 and replace it with the following new articles 13.(a), 13.(b) and 13.(c):

- 13.(a) Subject to the provisions of the Act and this Article and in addition to such indemnity as is contained in Clause 118 of Table A, every Director and employee including without limitation any officer or official of the Company shall be entitled to be indemnified out of the assets of the Company to the fullest extent permitted by law against all losses or liabilities incurred by him in, or about, the execution and discharge of duties for the Company. The Directors may, at their absolute discretion and without assigning any reason therefor, agree from time to time to limit such indemnity. Any such limits shall apply only to the indemnification of losses and liabilities of Directors and employees due to acts or omissions arising after the adoption of those limits, and the beneficiaries have been given at least a month's notice of any changes.
- 13.(b) The indemnity described in Article 13.(a) shall be applied for the benefit of: (i) all Directors and employees of the Company at 6th April 2005; and (ii) all future Directors and employees of the Company, and in both cases will apply once they become ex-Directors and ex-employees.
- 13.(c) The Directors may from time to time purchase and maintain in force at the expense of the Company, insurance for the benefit of any Director, officer, official or employee, including without limitation any officer or official, or any auditor of the Company or of any company which is a subsidiary of the Company, against such liabilities as are referred to in section 309 and 309A of the Act."

Signed for and on behalf of Threadneedle Asset Management Holdings Limited and dated 6 June 2005

Certified a true copy
Secretary
8 July 2005