

AT THE EXTRAORDINARY GENERAL MEETING OF  
F & C INCOME GROWTH INVESTMENT TRUST PLC  
HELD ON 20 JULY 2005  
THE FOLLOWING RESOLUTIONS WERE PASSED

**Special resolution**

1. 'THAT the Company be wound up voluntarily.'

**Ordinary resolutions**

2. 'THAT Jonathan Sisson and Ian Oakley Smith of PricewaterhouseCoopers LLP, be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'

3. 'THAT the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of the sole member, such remuneration to be drawn monthly, or at such longer intervals as they may determine.'

4. 'THAT in accordance with the revised Statement of Insolvency Practice 9, the Joint Liquidators be authorised to draw disbursements for services provided by PricewaterhouseCoopers LLP as follows:

(a) In respect of photocopying at 3p per sheet

(b) In respect of mileage, at a maximum of 50p per mile (up to 2,000cc) or 70p per mile (over 2,000cc);

(c) All other disbursements to be reimbursed at cost.

The rates of these charges will be periodically reviewed.'

5. 'THAT the Company's books and records be held to the order of the Joint Liquidators, and may not be destroyed until two years after the dissolution of the Company.'

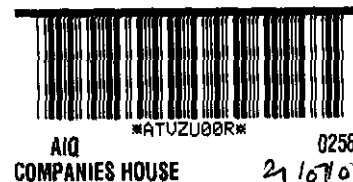
**Extraordinary resolutions**

6. 'THAT, in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to:

(a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company.

(b) Value any assets and determine how the distribution shall be carried out to the sole member.

(c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the member as the Joint Liquidators so determine, but the sole member shall not be compelled to accept any assets upon which there is a liability.'



7. 'THAT, pursuant to section 165(2)(a) of the Insolvency Act 1986, the Joint Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act.'

Signed .....

*John Emly 20/7/05*

John Emly

Chairman of the meeting