

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION

of

the holders of warrants to subscribe for ordinary shares of 25p each

F&C INCOME GROWTH INVESTMENT TRUST PLC

Passed 2 July 2001

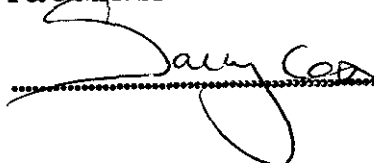
At a meeting of the holders of warrants to subscribe for ordinary shares of 25p each of the Company convened for 25 June 2001 and adjourned to 2 July 2001 the following resolution was duly passed as an Extraordinary Resolution:

EXTRAORDINARY RESOLUTION

- 1 THAT this meeting of the holders of warrants to subscribe for ordinary shares of 25 pence each in the Company hereby sanctions:
 - (a) the passing as a special resolution of the Company of the resolution numbered 7 set out in the notice of annual general meeting of the Company dated 23 May 2001, and the passing of any further special resolutions or other resolutions proposed by the board of directors of the Company under which the Company is granted authority to make market purchases of ordinary shares;
 - (b) each and any purchase by the Company of ordinary shares in the Company pursuant to the authority set out in the resolutions referred to in paragraph (a) of this resolution; and
 - (c) each and every alteration or abrogation of the rights and privileges attached to the said warrants and the conditions thereof which shall or may be involved in or effected by or pursuant to the passing as aforesaid of such resolutions.

Certified a true copy:

For and on behalf of
F&C MANAGEMENT LIMITED

 Secretary

