

Company number:3072274

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF

THE FLEMING WORLDWIDE INVESTMENT TRUST PLC

Passed on 15th February 2001

At an Extraordinary General Meeting of the Company duly convened and held at 10 Aldermanbury, London EC2V 7RF on 15th February 2001 the following Resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

- 1 **THAT** subject to the passing of the extraordinary resolutions to be proposed at the Separate General Meetings of holders of ordinary income shares and zero dividend preference shares in the capital of the Company convened for 15 February 2001 (or at any adjournment of such meeting(s)):
 - (a) the share premium account of the Company be cancelled; and
 - (b) conditionally and forthwith upon the said cancellation of the share premium account becoming effective the Company be generally and subject as hereinafter appears unconditionally authorised in accordance with section 166 of the Companies Act 1985 (the "Act") to make market purchases (within the meaning of section 163 of the Act) of and to cancel equal numbers of its issued ordinary income shares of 25p each ("Income Shares") and zero dividend preference shares of 25p each ("Zero Shares") in the capital of the Company.

PROVIDED ALWAYS THAT

- (i) the maximum number of Income Shares and Zero Shares hereby authorised to be purchased shall be 11,586,001 of each such class, making a maximum number of 11,586,001 Units (each comprising one Income Share and one Zero Share);
- (ii) the Income Shares and Zero Shares may only be purchased in the form of Units or in such ratio of Income Shares and Zero Shares which a Unit represents;
- (iii) the minimum price which may be paid for a Unit shall be 50p, the minimum price which may be paid for an Income Share shall be 25p and the minimum price which may be paid for a Zero Share shall be 25p;
- (iv) the maximum price which may be paid for an Income Share, Zero Share or a Unit shall be an amount equal to 105 per cent. of the average of the middle market quotations for an Income Share, Zero Share or a Unit taken from and calculated by reference to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Income Share, Zero Share or Unit (as the case may be) is purchased;
- (v) the authority hereby conferred shall expire at the earlier of 14 August 2002 or at the conclusion of the Annual General Meeting of the Company in 2002 unless the authority is renewed in general meeting prior to such time;
- (vi) the Company may make a contract to purchase equal numbers of Income Shares and Zero Shares or Units under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Income Shares, Zero Shares or Units pursuant to any such contract.

THAT:

- (a) the Directors be generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £1,932,288 provided such relevant securities are allotted in the form of ordinary income shares of 25p each in the capital of the Company, such authority to expire on 14 February 2006 unless previously revoked, varied or extended by the Company in general meeting;
- (b) pursuant to and during the period of the authority referred to in paragraph (a) above, the Directors be empowered to allot equity securities up to an aggregate nominal amount of £1,932,288 as if section 89(1) of the said Act did not apply to any such allotment;
- (c) by such authority and power the Directors may during such period make offers or agreements which would or might require allotments after the expiry of such period; and
- (d) for the purposes of this resolution, words and expressions defined in or for the purposes of Part IV of the said Act shall bear the same meanings in this resolution.

3 **THAT** the Articles of Association of the Company be amended as follows:

- (a) Article 3.2.3(i)(b)(i) be amended by the deletion of the words "save that the Company may, subject as provided in Article 10, issue further Zero Dividend Preference Shares provided that there are issued at the same time the same number of Ordinary Income Shares";
- (b) the insertion at the end of Article 3.2.3(i)(b) of the following words "provided that no such sanction will be required for the passing of a resolution authorising the Company to repurchase Zero Dividend Preference Shares and Ordinary Income Shares in equal numbers or for any repurchase of such shares in accordance with any such resolution.";
- (c) Article 3.2.3(ii)(b)(i) be amended by the deletion of the words "or *pari passu* with" in line 3 of such Article and the words "save that the Company may, subject as provided in Article 10 below, issue further Ordinary Income Shares provided that there are issued at the same time the same number of Zero Dividend Preference Shares";
- (d) the insertion at the end of Article 3.2.3(ii)(b) of the following words "provided that no such sanction will be required for the passing of a resolution authorising the Company to repurchase Zero Dividend Preference Shares and Ordinary Income Shares in equal numbers or for any repurchase of such shares in accordance with any such resolution.";
- (e) Article 110.2 be amended by the addition of the following words to the end of the last line after the word "capital":

"otherwise than by way of the redemption or purchase of any of the Company's own shares in accordance with Section 160 or 162 in Chapter VII of Part V of the Act."; and
- (f) Article 115 be amended by the addition of the following words to the end of the last line after the word "Act":

"otherwise than by way of the redemption or purchase of any of the Company's own shares in accordance with Section 160 or 162 in Chapter VII of Part V of the Act."

The Special Resolutions became effective following the passing of Extraordinary Resolutions by the holders of the Company's Ordinary Income and Zero Dividend Preference shares, at adjourned separate general meetings held on 23rd February 2001, which sanctioned and carried into effect the Special Resolutions.



 Secretary