

Company Number: 4006741

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-



FLEMING FAMILY & PARTNERS LIMITED

At an Extraordinary General Meeting of the Company held at Ely House, 37 Dover Street, London W1S 4NJ on 17 January 2002 the following resolutions were duly passed as Special Resolutions.

SPECIAL RESOLUTIONS

1. THAT Article 17 of the Articles of Association of the Company be amended to read as follows:-

A new Article 17(G) to be inserted:

"17(G) In respect of shares received by participating employees under the Fleming Family & Partners Inland Revenue Approved Share Incentive Plan 2001 ("SIP") and the Fleming Family & Partners Inland Revenue Approved Save As You Earn Scheme 2001 ("SAYE"), this article 17 shall apply to these shares subject to the following PROVISIO:

- (i) The terms of sections (A) to (F) and section (H) of this article 17 shall be applied as follows:
 - (a) the Board must apply the Compulsory Transfer Provisions contained in this article 17; and
 - (b) the Board must apply the Compulsory Transfer Provisions to Specified Holders, a Privileged Relation or Family Trust and Specified Shares as defined where they relate to shares acquired by employees participating in the SIP and SAYE.
- (ii) For the avoidance of doubt, on cessation of employment under article 17(A) the Compulsory Transfer Provisions shall apply to any shares received by participating employees under the SIP and SAYE including

Specified Holders, a Privileged Relation, a Family Trust and Specified Shares. If he so wishes, such participating employee may in his absolute discretion transfer the shares held by him under the Compulsory Transfer Provisions and the Board has no discretion to determine otherwise."

2. THAT the current Article 17(G) shall be renumbered as Article 17(H).
3. THAT the words "Subject to Article 17(G)" shall be inserted at the beginning of each paragraph in articles 17(A), 17(B) and 17(D) therein.
4. THAT Article 17(D) shall apply with the following proviso to be inserted at the end of the first paragraph of 17(D)

"PROVIDED that in the case of shares received under the SIP or SAYE the Compulsory Transfer Provisions shall apply so that the Company is obliged in the first instance to send a notice in writing to the Trustees at the time being and from time to time of the Fleming Family & Partners Employee Benefit Trust executed by Deed on 18 December 2001 and thereafter to all existing holders of shares of the relevant class."

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Company Secretary