

**ASHMORE GROUP LIMITED**

(Registered in England No. 3675683)

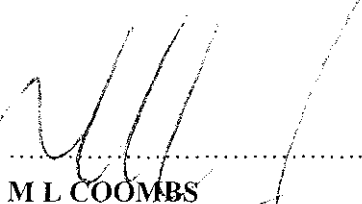
**MEMBERS' WRITTEN RESOLUTIONS**

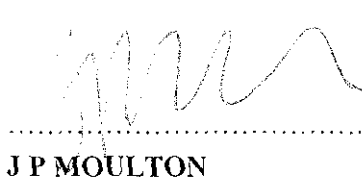
We, the undersigned, being all the members of the Company (except for the executors of William Patrick Mosely deceased (the "**Executors**")) for the time being entitled to attend and vote at general meetings of the Company and (except as aforesaid) all the parties to the shareholders agreement regarding the Company dated 24 February 1999, as amended from time to time since that date (the "**Shareholders Agreement**") **HEREBY:**

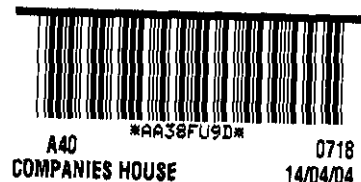
1. **APPROVE** the terms of the proposed contract between the Company and the Executors (a copy of which has been supplied to each of us at or before the time at which this resolution was supplied to us for signature) for the purchase by the Company from the Executors of 15,000 "C" shares of 1p each in the capital of the Company;
2. **WAIVE** all rights of pre-emption conferred on us by the Articles of Association of the Company or otherwise in respect of the transfer of the said shares pursuant to the said contract and in respect of the transfer of a further 1,080 "C" shares of 1p each in the capital of the Company held by the Executors to the trustee of the Company's Employee Benefit Trust; and
3. **AUTHORISE** and request the directors of the Company to do all such things as they may consider necessary or desirable in order to carry the said transactions into effect.

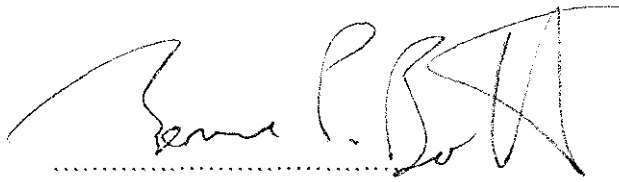
Dated: ..... **5~~2~~ APRIL** ..... 2004

Signed:

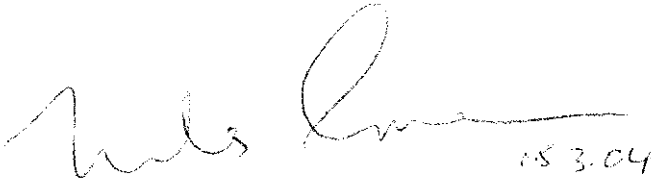
  
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**M L COOMBS**

  
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**J P MOULTON**





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**J P BOOTH**

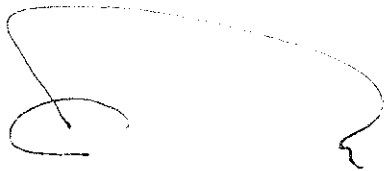


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**J C R GREEN**

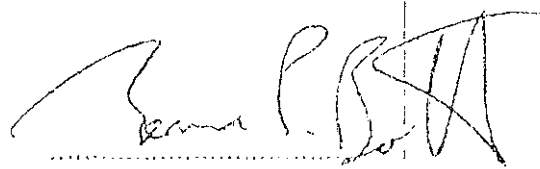
.....  
**O T KANE**



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**M MARKOVIC**

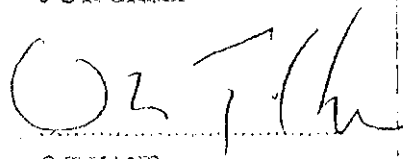


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**C O P RAEDER**



J P BOOTH

J C R GREEN



O T KANE

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C O P RAUDER