THE COMPANIES ACT 1985

A.P.E. - CROSSLEY LIMITED

Passed 1 June 1995

At the ANNUAL GENERAL MEETING of A.P.E. - Crossley Limited held at Moor Lane, Derby on 1 June 1995 the following resolutions were passed in accordance with the Companies Act 1985 (the Act).

ELECTIVE RESOLUTIONS

The Company hereby elects:

- 1. to dispense with the laying of the Agandal Report before the Company in General Meeting with suant to Section 252 of the Act.
- 2. **to** dispense with the fiolding of Annual General Meetings pursuant to Section 360A of the Act.

SPECIAL RESOLUTIONS

THAT the Company, being dormant in accordance with Companies Act 1985, section 250, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Companies Act 1985, section 384.

A.E. West Director

