

COMPANIES ACT 1989

Hays Holdings Ltd

ELECTIVE RESOLUTIONS

At the Annual General Meeting held at Hays House, Millmead, Guildford, Surrey GU2 5HJ on 9 September 1992 the following ELECTIVE RESOLUTIONS were passed in accordance with Section 379A of the Companies Act 1989.

- a) That pursuant to s 366A of the Companies Act 1985, the company hereby elects to dispense with the holding of annual general meetings in 1993 and subsequent years (until this election is revoked).
- b) That pursuant to s 252 of the Companies Act 1985, the company hereby elects to dispense with the laying of accounts and reports before the company in general meeting.
- c) That pursuant to s 386 of the Companies Act 1985 the company hereby elects to dispense with the obligation to appoint auditors annually.



Secretary

Dated: 10.12.92