

Registered No: 93338

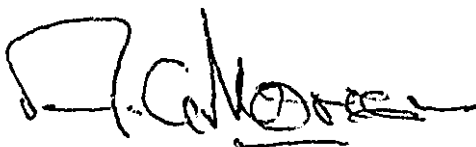
COMPANIES ACT 1989

HAYS HOLDINGS LTD

ELECTIVE RESOLUTIONS

At an Extraordinary General meeting held at Hays House, Millmead, Guildford, Surrey on 8 February 1995 the following ELECTIVE RESOLUTIONS were passed in accordance with Section 379A of the Companies Act 1989.

1. That the company, in accordance with Section 366A of the Companies Act 1985 hereby elects to dispense with the need to hold an Annual General Meeting, such dispensation to apply to the financial year ending 30 June 1995 and to succeeding financial years unless and until revoked by an ordinary resolution of the members.
2. That the company, in accordance with Section 252 of the Companies Act 1985 as substituted by Section 16 of the Companies Act 1989 hereby elects to dispense with the laying of accounts and reports before the company in general meeting.
3. That the company pursuant to Section 386 of the Companies Act 1985 hereby elects to dispense with the obligation to appoint Auditors annually.



Chairman

Date: 8 February 1995

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