

Company Number: 151729

The Companies Act 1985  
COMPANY LIMITED BY SHARES  
ELECTIVE RESOLUTIONS  
OF  
Negretti & Zambra Limited  
BY RESOLUTION IN WRITING

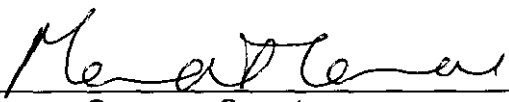
On the 8<sup>th</sup> day of June 2006 Negretti & Zambra Limited passed the following resolutions as Elective Resolutions:

ELECTIVE RESOLUTIONS

THAT the Company dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252 of the Companies Act 1985 ("the Companies Act") as amended by the Companies Act 1989.

THAT the Company dispense with the holding of annual general meetings in accordance with Section 366(A) of the Companies Act as amended.

THAT the Company dispense with the obligation to appoint auditors annually in accordance with Section 386 of the Companies Act as amended.

  
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Company Secretary  
Dated 8 June 2006

