

27 - 02 - 97

No 287790

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

SIMON UK LIMITED

Company No 287790

Passed the 10th day of December 1996

At the Annual General Meeting of the above-named Company duly convened and held on 10th December 1996, the following resolutions were duly passed as Elective Resolutions in accordance with section 379A of the Companies Act 1985:-

Elective Resolutions

1. That pursuant to and in accordance with sections 252 and 379A of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. That pursuant to and in accordance with sections 366 and 379A of the Companies Act 1985, the Company hereby elects to dispense with the holding of Annual General Meetings.
3. That pursuant to and in accordance with sections 386 and 379A of the Companies Act 1985, the Company hereby elects to dispense with the requirement to appoint auditors annually.


CHAIRMAN OF THE MEETING

