

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

OF

VIC HALLAM HOLDINGS LIMITED

[REGISTERED NO. 301131]

On the 28th day of June 2004, the following RESOLUTION IN WRITING (such resolution to have effect as an elective resolution) was duly passed by all the members of Vic Hallam Holdings Limited ("the Company") who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to Section 381A, Companies Act 1985 (as amended):

THAT the Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

Christie Hies

Secretary

