

**ELECTIVE RESOLUTIONS**

of

**WADDINGTON CARTONS LIMITED**

**(Company Number 529122)**

PASSED the 27th day of September, 2001.

At an Extraordinary General Meeting of the above named Company, duly convened and held at 12 Berkeley Street, London W1J 8DT, on the 27th day of September, 2001, the following ELECTIVE RESOLUTIONS were duly passed :-

**RESOLUTIONS**

(i) **ELECTION TO DISPENSE WITH LAYING OF ACCOUNTS AND REPORTS BEFORE GENERAL MEETING**

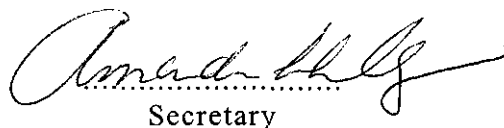
That the company elects in accordance with the Companies Act 1985 Section 379A(1)(b) to dispense with the laying of accounts and reports before the Company in general meeting.

(ii) **ELECTION TO DISPENSE WITH THE HOLDING OF ANNUAL GENERAL MEETINGS**

That the Company elects in accordance with the Companies Act 1985 Section 379A(1)(c) to dispense with the requirement to hold an annual general meeting of the Company.

(iii) **ELECTION TO DISPENSE WITH THE ANNUAL ELECTION OF AUDITORS**

The Company elects in accordance with the Companies Act 1985 Section 379A(1)(e) to dispense with the obligation to appoint auditors annually.

  
Secretary

