

# 29 - 05 - 97

COMPANY NO: 660277

The Companies Act 1985

COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF  
CORDIANT FINANCE LIMITED  
("the Company")

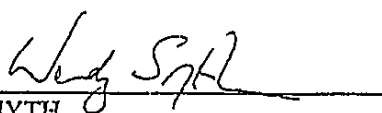
Pursuant to Section 381A of the Companies Act 1985("the Act")  
Passed on 12th May 1997

WE, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as elective resolutions pursuant to Section 379A of the Act.

ELECTIVE RESOLUTIONS

THAT the Company hereby elects:

- a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252; and
- b) to dispense with the holding of annual general meetings in accordance with Section 366(A).

  
W SMYTH  
(for and on behalf of  
Cordiant plc)

  
P G HOWELL

