

GREENACRE GROUP PLC
("the Company")

THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER: 1124015

As Special Business at the Annual General Meeting of the Company held at BUPA House, 15-19 Bloomsbury Way, London WC1A 2BA on 13th May 1998 the following Resolution was duly passed as a Special Resolution.

RESOLUTION

Dormancy Resolution

"THAT the Company dispense with the need to appoint auditors pursuant to Section 250 of the Companies Act 1985 in that it is a dormant company and meets the other requirements of the aforesaid section."

..... *A. S. Waelford*
Chairman of the Meeting

