The Companies Act 1948
The Companies Act 1985
The Companies Act 1989

------COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

of

MERCURY AIRFREIGHT HOLDINGS LIMITED

(Passed on 15th December 1999)

At an EXTRAORDINARY GENERAL MEETING of the above-named company duly convened and held at Ocean House, Bracknell, on 15th December 1999, the following elective resolution was passed:

"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."

K.C. Walls Secretary



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