

Company No. 1327896

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

pursuant to Section 379A Companies Act 1985

of R.C.KNOWLES & SONS LIMITED

passed the 25th June 1996

By means of a written resolution dated the 25th June 1996, and signed by all the members of the above-named company entitled to attend and vote at general meetings the following ELECTIVE RESOLUTION was passed:

AUTHORITY TO
ALLOT SHARES

THAT the Company elects that the provisions of Section 80A of the Companies Act 1985 apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving or the renewal after the said election of authority to allot shares.

MAJORITY
CONSENTING TO
SHORT NOTICE
OF GENERAL
MEETINGS

THAT pursuant to Sections 369(4) and 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent therein there were substituted references to 95 per cent, being a percentage not less than 90 per cent.

HOLDING OF
ANNUAL GENERAL
MEETINGS

THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1996 and subsequent years until this election is revoked.

LAYING OF
ACCOUNTS

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

RE-ELECTION
OF AUDITORS

THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.

Signed

Director / Secretary

