

## FSHC (UK) Limited

Company No:  
2032661

Passed:  
27/10/2005

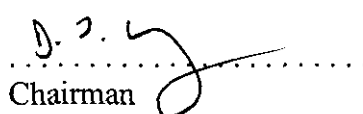
The Companies Acts 1985 and 1989

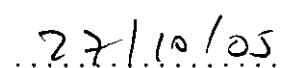
At an Extraordinary General Meeting of the above-named Company duly convened and held at Emerson Court, Alderley Road, Wilmslow, Cheshire, England, SK9 1NX, United Kingdom on Thursday 27 October 2005 at 14.00 the following Resolutions were unanimously passed as Elective Resolutions.

### Elective Resolutions

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1. *"That pursuant to Section 366A of the Companies Act 1985 (as amended), the company hereby elects to dispense with the holding of Annual General Meetings in 2005 and subsequent years."*
2. *"That the Company elect to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 (as amended) and to authorise the directors to fix their remuneration from time to time as they should think fit."*
3. *"That, pursuant to Section 252 of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the laying of Accounts and Reports before the Company in general meeting."*
4. *"That the provisions of Section 80A of the Companies Act 1985 (as amended) shall apply, instead of the provisions of Section 80(4) and (5) of the Companies Act 1985 (as amended) in relation to the giving or renewal of authority to allot shares under that section."*

  
Chairman

  
Date

