Company No: 2038127

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TSB GROUP NOMINEES LIMITED

PASSED 15TH JANUARY, 1999

The sole member of the company <u>resolved</u> as a special resolution:

"That the company, having satisfied the provisions of section 250 of the Companies Act 1985 relating to dormant companies, be exempt from the obligation to appoint auditors as otherwise required by section 384 of the act."

For TSB Group Nominees Limited

K. Sanh

Miss K.K. Parker Company Secretary A19 *ACPGRDC7* 543

kkp/res/tsbg.noms1