

Company Number 2332678

**The Companies Act 1985 to 1989**

**Written Resolution**

**Of**

**EXCO BIERBAUM AP LIMITED**

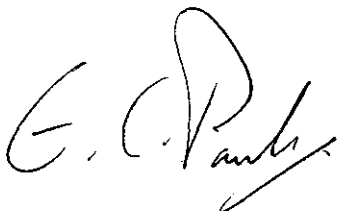
We the undersigned being all the members of the company for the time being having the right to attend and vote at general meetings hereby pass the following resolution as an elective resolution and agree that the resolution shall be as valid and effective as if passed at a general meeting duly convened and held.

It is resolved THAT:

- (1) to dispense with the need to lay accounts before a general meeting under Section 252 of the Companies Act 1985;
- (2) to dispense with the holding of annual general meetings under Section 366A of the Companies Act 1985; and
- (3) to dispense with the appointment of auditors annually under Section 386 of the Companies Act 1985.

Dated this 30th day of March 2000

Signed :



For and on behalf of Intercapital plc



**CERTIFIED A TRUE AND  
CORRECT COPY OF THE ORIGINAL**

SIG:   
**MRS J EGGLETON**  
Company Secretary