

**The Companies Act 1985 and 1989**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

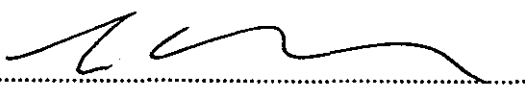
of

**ROVARD DISTRIBUTION LIMITED**

We, the undersigned, being the sole member for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as elective resolutions and agree that the said resolutions, pursuant to The Companies (Tables A to F) Regulations 1985 (as amended) (Regulation 53 of Table A), shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

**ELECTIVE RESOLUTIONS**

- (1) THAT, pursuant to Section 386 Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.
- (2) THAT, pursuant to Section 80A Companies Act 1985, the Company hereby elects that the provisions of Section 80A shall apply to the Company and the directors' authority to allot relevant securities shall extend to all relevant securities of the Company which are at the time of the passing of this resolution unissued. This authority is given for an indefinite period.

  
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For and on behalf of Rover Finance Holdings Limited

Dated 1 October 2003

