

BUPA POWER & LEASING LIMITED
("the Company")

THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER: 2507866

As Special Business at the Annual General Meeting of the Company held at BUPA House, 15-19 Bloomsbury Way, London WC1A 2BA on 13th May 1998 the following Resolutions were unanimously passed as Elective Resolutions.

RESOLUTIONS

1. Dispensing with Annual General Meetings

"THAT the Company elects to dispense with the holding of Annual General Meetings pursuant to Section 366A of the Companies Act 1985 as amended by the Companies Act 1989."

2. Cessation of presentation of Accounts to Members

"THAT the Company elects to dispense with the laying of accounts and reports before the Company in general meeting pursuant to Section 252 of the Companies Act 1985 as amended by the Companies Act 1989."

3. Automatic re-appointment of auditors

"THAT the Company elects to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 as amended by the Companies Act 1989."

A. W. J. J. J. ^{now}
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Chairman of the Meeting

