

CERTIFIED EXTRACT FROM THE MINUTES OF  
THE ANNUAL GENERAL MEETING OF  
CITICORP DINERS CLUB LIMITED HELD AT  
336 STRAND, LONDON WC2R 1HB ON  
THURSDAY 31 OCTOBER 1996.

2698894

" AUDITORS:

The Secretary reported that the Company had not received any representations since the issue of the Notice convening the Meeting from either KPMG or KPMG Audit Plc pursuant to Section 391A(3) of the Companies Act 1985, as amended.

It was RESOLVED, each as an ORDINARY RESOLUTION:

that, as a consequence of KPMG, Chartered Accountants and Registered Auditors, having expressed their wish not to be re-appointed as Auditors, KPMG Audit Plc whose registered office is situate at 8 Salisbury Square, London EC4Y 8BB being Registered Auditors and having intimated their willingness to act be appointed Auditors from the conclusion of the Meeting and until the conclusion of the next general meeting at which Accounts are laid before the Company; and:

that, for the purposes of Section 390A of the Companies Act 1985 (as amended), the Directors for the time being and from time to time of the Company be, and are hereby, authorised to determine the remuneration of the Auditors for such period."

I hereby certify that the above is a  
true and correct extract from the  
Minutes aforesaid.



Michael L E Foxton  
for CITICORPORATE LIMITED  
Secretary.

