

Company No. 2792167

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

DIXONS TREASURY MANAGEMENT LIMITED

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER
PASSED WITH EFFECT FROM THE DATE SHOWN BELOW
PURSUANT TO SECTIONS 379A AND 381A OF THE COMPANIES ACT 1985**

The following resolutions have been agreed to by the undersigned, being the sole member of the Company:-

ELECTIVE RESOLUTION

THAT the Company here elects:-

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings; and
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

ORDINARY RESOLUTION

THAT while the election made by paragraph (iii) of the Company's elective resolution remains in force, the remuneration of the auditors be fixed by the Directors.

Signed.....

For and on behalf of
Wallace Heaton Limited

Dated.....11/01/2002.....

