

**THE COMPANIES ACTS 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION**  
**of**  
**D S ESTATES (LANCASTER) LIMITED**

(passed on 24th December 1997)

All the members of the meeting of the above mentioned Company entitled to receive notice of and to attend and vote at general meeting of the Company, duly passed pursuant to Section 381A of the Companies Act 1985 on 24th December 1997 the following Elective and Special Resolutions:

**ELECTIVE RESOLUTIONS**

- 1 THAT, in accordance with Section 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings for the year 1997 and subsequent years.
- 2 THAT, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 31 December 1997 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting.

**SPECIAL RESOLUTION**

- 3 THAT, since the company has been dormant since the end of the previous financial year end, in accordance with Section 250 of the Companies Act 1985 (as amended) ("the Act"), the Company resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Act.

  
Chairman

