

Company number: 2862968

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN ELECTIVE RESOLUTIONS

of

Spirit Group Retail Pensions Limited

("the Company")

The following resolutions were effectively passed on 31 March 2006 as written elective resolutions signed by the sole member of the Company entitled to attend and vote at a general meeting of the Company:

Elective Resolution

1. THAT the Company elects in accordance with sections 252 and 379A of the Companies Act 1985 to dispense with the laying of accounts and reports before the Company in general meeting in respect of the year ending 24 August 2006 and subsequent financial years.
2. THAT the Company elects in accordance with sections 366A and 379A of the Companies Act 1985 to dispense with the requirement to hold an annual general meeting of the Company for 2006 and subsequent years.
3. THAT the Company elects in accordance with sections 386 and 379A of the Companies Act 1985 to dispense with the obligation to appoint auditors annually, and the directors be and are hereby authorised to fix the auditor's remuneration during the term that such dispensation is in force.

S. Ladd

..... COMPANY SECRETARY

**Certified to be a true copy
of the Resolutions passed**

