

COMPANY NO: 3006505

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTION
OF
AMSTRAD DIRECT LIMITED

Passed on *1. February* 1996

By written resolution of the Company dated *1st February* 1996, the following resolutions were passed as elective resolutions of the Company:-

ELECTIVE RESOLUTIONS

That the Company hereby elects:-

- (i) to dispense with the laying of accounts and reports before the Company in General Meeting in accordance with Section 252 of the Act;
- (ii) to dispense with the holding of Annual General Meetings in accordance with Section 366A of the Act;
- (iii) to dispense with the obligation to appoint auditors annually in accordance with Section 386 of the Act;

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D I Hyams
Secretary

