

Company number: 3194230

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

TENDER LIMITED

At the annual general meeting of the company for 1999 held on 29 March 2000 the following resolutions were passed as elective, special or ordinary resolutions (as indicated).

ORDINARY RESOLUTION

"FOR INFORMATION ONLY"

1. That the accounts of the company for the period ending 31 March 1999 and the directors' report be received.

ELECTIVE RESOLUTIONS

- 2(a) That in accordance with sections 252 and 379A of the Companies Act 1985 (as amended) the company elects to dispense with the laying of accounts and reports before the company in general meeting in respect of subsequent financial years until this resolution is revoked or otherwise ceases to have effect.
- (b) That in accordance with sections 366A and 379A of the Companies Act 1985 (as amended) the company elects to dispense with the holding of annual general meetings in the year 2000 and subsequent years until this resolution is revoked or otherwise ceases to have effect.
- (c) That in accordance with sections 380 and 379A of the Companies Act 1985 (as amended) the company elects to dispense with the obligation to appoint auditors annually until this resolution is revoked or otherwise ceases to have effect.

SPECIAL RESOLUTION

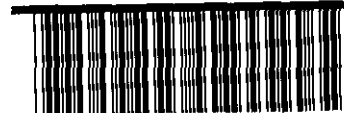
3. That, in accordance with section 250 of the Companies Act 1985 (as amended), the company make itself exempt from the obligation to appoint auditors as required by section 384 of that act.


Chairman

Presented by:
Taylor Joynson Garrett
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50 Victoria Embankment
Blackfriars
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Ref: WAB

TENDER LIMITED

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