

NUMBER OF COMPANY: 3196204

*Please complete as indicated*

THE COMPANIES ACT 1985 & 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

MERLIN COMMUNICATIONS INTERNATIONAL LIMITED

Passed this ~~20~~ day of ~~APRIL~~ 2000

At the 2000 Annual General Meeting of the Company, duly convened, and held on the ~~20~~ day of ~~APRIL~~ 2000 the following ELECTIVE RESOLUTIONS were duly passed:

1. THAT in accordance with the provisions of Section 252 of the Companies Act 1985 (as amended by Section 16 of the Companies Act 1989) the Company hereby elects to dispense with the laying of accounts and reports before the Company in a general meeting for the current financial year ending 31 March 2001 and subsequent financial years.
2. THAT in accordance with the provisions of Section 366A of the Companies Act 1985 (inserted by Section 115 of the Companies Act 1989) the Company hereby elects to dispense with the holding of the annual general meeting for 2001 and subsequent years.
3. THAT in accordance with the provisions of Section 386 of the Companies Act 1985 (as amended by Section 119 of the Companies Act 1989) the Company hereby elects to dispense with the obligation to appoint auditors annually.

*[Signature]*  
.....  
Chairman

