

At the Extraordinary General Meeting of the above named Company duly convened and held at 91 Waterloo Road, London SE1 8XP on 30 June 1998, the following Resolutions were duly passed as an Elective Resolution in the case of Resolution 3 and as a Special Resolution in the case of Resolution 4:

## ELECTIVE RESOLUTION

3. THAT:

- (i) The provisions of section 80A of the Act shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said section 80;
- (ii) The Company hereby elects pursuant to section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meetings;
- (iii) The Company hereby elects pursuant to section 366A of the Act, to dispense with the holding of annual general meetings;
- (iv) The Company hereby elects pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (v) While the election made by resolution (iv) above remains in force, the remuneration of the auditors be fixed by the Directors.

### SPECIAL RESOLUTION

4. THAT the proposed new form of Articles of Association produced to the Meeting and installed by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.

For and on behalf of

## Microclimates

