

Company number: 3671143

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

REFRIGERATION AND RETAIL SYSTEMS LIMITED

At the annual general meeting of the company for 1999 held on ⁵ September 2000 the following resolutions were passed as elective, special or ordinary resolutions (as indicated).

ORDINARY RESOLUTION

1. That the accounts of the company for the period ending 30 November 1999 and the directors' report be received.

FOR INFORMATION ONLY
— THIS RESOLUTION PROCESSED SEPARATELY

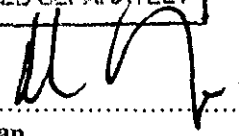
ELECTIVE RESOLUTIONS

- 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 386 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.

FOR INFORMATION ONLY
— THIS RESOLUTION PROCESSED SEPARATELY


Chairman

Presented by:
Refrigeration and Retail Systems
Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX
Tel: 020 7300 7000
Ref: PBK/WAB

WAB000905B



A39
COMPANIES HOUSE

A3M6ZTPG

0440
07/09/00