

**PRIMAGRAPHS (HOLDINGS) LIMITED**

**Registered No. 03774448**

**ELECTIVE RESOLUTION OF THE SOLE SHAREHOLDER**

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Pursuant to the Articles of Association and the Companies Act 1985, the undersigned, being the sole shareholder of the Company, hereby resolves by way of elective resolution as if the same had been passed at a meeting of the shareholder, as follows:

**1. Elective Resolution to dispense with Annual General Meetings**

**That**, in accordance with sections 366A and 379A of the Companies Act 1985 (the *Act*), the Shareholder hereby elects to dispense with the holding of Annual General Meetings for 2006 and subsequent years.

**2. Elective Resolution to dispense with laying accounts and reports before General Meetings**

**That**, in accordance with sections 252 and 379A of the Act, the Shareholder hereby elects in respect of the financial year ending 31 December 2006 and subsequent financial years to dispense with the obligation in section 241 of the Act to lay accounts and reports before the Company in General Meeting.

**3. Elective Resolution to dispense with the annual appointment of auditors**

**That**, in accordance with sections 386 and 379A of the Act, the Shareholder hereby elects in respect of the financial year ending 31 December 2006 and subsequent financial years to dispense with the obligation under section 384 of the Act to appoint auditors annually.

**Curtiss-Wright Controls (UK) Limited**

By: 

Dated: November 3, 2006

Name: Robert H. Shaw, Director

