

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

RESOLUTION OF
BUDERUS HEATING TECHNOLOGY LIMITED

On the 3rd day of June 2002 the following Resolutions were passed by the sole shareholder as Elective Resolutions in accordance with section 379A of the Companies Act 1985 ("the Act"):

THAT the company elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in General Meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings;
- (iii) pursuant to Section 368 of the Act, to dispense with the obligation to appoint auditors annually.


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Director

