

PEARL (NEW CASTLE HOUSE) LIMITED - COMPANY NO. 3937269

Pursuant to Section 381A of the Companies Act 1985 ("the Act") we the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, hereby resolve to pass the following resolutions:

1. Special Resolution


That, pursuant to Section 250 of the Companies Act 1985, the Company, having been dormant since its formation, resolves to make itself exempt from the obligation to appoint auditors.

FOR INFORMATION ONLY
- THIS RESOLUTION PROCESSED SEPARATELY

2. Elective Resolutions

- (i) That, pursuant to Section 379A of the Companies Act 1985, the requirement to lay annual accounts before the Company in general meeting as specified in Section 252 of the said Act be and it is hereby excluded.
- (ii) That, pursuant to Section 379A of the Companies Act 1985, the requirement to hold an Annual General Meeting as specified in Section 366 of the said Act be and it is hereby excluded.
- (iii) That, pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.

Dated 8 March 2000

.....representing Pearl Assurance plc

