

Company No.: 4217065

**The Companies Act 1985**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

of

**THE WILLOWFIELDS MANAGEMENT COMPANY LIMITED**

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**Passed 16 May 2001**

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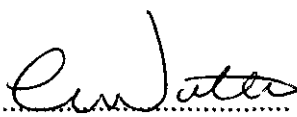
At an extraordinary general meeting of the Company, duly convened and held on 16 May 2001, the following resolutions were duly passed as indicated below:-

**ELECTIVE RESOLUTIONS**

1. That, pursuant to the provisions of section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. That, pursuant to the provisions of section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
3. That, pursuant to the provisions of section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.

**SPECIAL RESOLUTION**

4. That pursuant to Section 250(1) of the Companies Act 1985, the Company be exempt from the requirements of Part VII of that Act in relation to the audit of accounts.

  
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**Chairman of the meeting**

