

**THE COMPANIES ACTS 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**PROSPECT NUMBER FIVE LIMITED**  
**COMPANY NO. 4232647.**

We, the undersigned, being the sole Member of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions numbered 1 to 4 inclusive as Elective Resolutions and agree that the said Resolutions shall, pursuant to Sections 381A and B of the Companies Act 1985 (inserted by Companies Act 1989), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

**ELECTIVE RESOLUTIONS**

1. That, with effect from the date of passing this Elective Resolution, in accordance with Section 366A of the Companies Act 1985, the Company shall not hold annual general meetings.
2. That, with effect from the date of passing this Elective Resolution, in accordance with Section 252 of the Companies Act 1985, the Directors shall not be required to lay accounts and reports before the Company in general meeting.
3. That, with effect from the date of passing this Elective Resolution, in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually and, accordingly, the Company's auditors shall remain in office until the Company or the auditors otherwise determine.
4. That, with effect from the date of passing this Elective Resolution, in accordance with the provisions of Section 80A of the Companies Act 1989, the Directors be and are hereby authorised to allot relevant securities of the Company for an indefinite period.

**Dated this 24<sup>th</sup> January 2002**

  
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Mr C Pomroy

