

No. 5234939

COMPANIES ACT 1985 (as amended)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TIMESOUND LIMITED



Pursuant to Section 381A of the Companies Act 1985 (as amended)

We, the undersigned, being the sole member of the above Company entitled to attend and vote at general meetings of that Company, hereby resolve as an ELECTIVE RESOLUTION:

"THAT pursuant to Section 379A of the Companies Act 1985 (as amended) ("the Act") the Company shall henceforth unless and until this resolution shall be revoked: -

- (a) apply the provisions of Section 80A of the Act, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of any authority under that section;
- (b) dispense with the laying of accounts and reports before the Company in general meeting for the purposes of Section 252 of the Act;
- (c) dispense with the holding of Annual General Meetings for the purposes of Section 366A of the Act; and
- (d) dispense with the obligation to appoint auditors annually for the purposes of Section 386 of the Act, whenever applicable.

Dated this 18<sup>th</sup> day of October 2004

For and on behalf of  
St Nicolas S. à r.l.

Manager

