

Company Number: 5675663

WRITTEN RESOLUTION APPROVING ELECTIVE RESOLUTIONS

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

COOPERLEIGH LIMITED

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

Passed on 7th February 2006

I, the undersigned sole member of the above named Company being the only member who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as elective resolutions pursuant to Section 379A of the Act.

ELECTIVE RESOLUTIONS

1. **THAT** the Provisions of Section 80A of the Act shall apply, in place of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
2. **THAT** the Company hereby elects:
 - (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252;
 - (b) to dispense with the holding of annual general meetings in accordance with Section 366(A); and
 - (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386.

Dated this 7th February 2006

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For and on behalf of
Harrison Limited

(33374/ns)

