

O-RE HOLDINGS UK LIMITED
("the Company")
Company Registration Number 5997394

Members' Written Resolution

We, the undersigned, being all the members of the Company who would, at the date of this resolution, have been entitled to receive notice and to attend and vote at a general meeting of the Company, make the following Resolution which shall have force and effect as an *Elective Resolution* which shall, in accordance with Section 318A of the Companies Act 1985, be as valid and effective as if the same had been duly passed at a general meeting of the Company convened and held:

ELECTIVE RESOLUTION

THAT:

- (a) in accordance with the provisions of Section 252 of the Companies Act 1985 the Company dispenses with the laying of Accounts and Reports before the Company in general meeting;
- (b) in accordance with the provisions of Section 366A of the Companies Act 1985, the Company dispenses with the holding of annual general meetings; and
- (c) in accordance with the provisions of Section 386 of the Companies Act 1985 the Company dispenses with the obligation to appoint auditors annually.

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H E M Osmond

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W A McIntosh

Dated 7th February 2007

