

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

JAMES MILLER & PARTNERS LIMITED

We, the undersigned, being all the shareholders for the time being of the Company entitled to attend and vote at general meetings of the Company hereby pass the following resolutions and agree for all purposes that the said resolutions shall be as valid and effective as if passed at a general meeting of the Company duly convened and held -

ELECTIVE RESOLUTIONS

1. THAT pursuant to section 366A of the Companies Act 1985 (the "Act") the Company hereby elects to dispense with the holding of annual general meetings in 1992 and all subsequent years until this election is revoked.
2. THAT pursuant to section 252 of the Act the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.
3. THAT pursuant to section 386 of the Act the Company hereby elects to dispense with the obligation to appoint auditors annually.
4. THAT pursuant to section 80A(1) of the Act the Company elects that the provisions of section 80A of the Act shall apply to the Company instead of the provisions of sections 80(4) and 80(5) of the Act in relation to the giving after the said election of authority to allot shares.
5. THAT pursuant to sections 369(4) and 378(3) of the Act the Company hereby elects that the provisions of the said sections shall have effect in relation to the Company as if for the references to 95 per cent therein there were substituted references to 90 per cent.

Dated 19th March 1992

E. K. Lawton
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For and on behalf of
The Miller Group Limited

C. C. C. C.
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Nominee

