

SC 716871

**The Companies Act 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**NOBLE GROUP LIMITED**

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

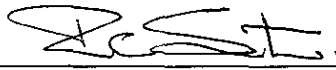
Passed on 20 December 2001

WE, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolution to take effect as an elective resolution pursuant to Section 379A of the Act.

**ELECTIVE RESOLUTION**

1. 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; and
  - b) to dispense with the holding of annual general meetings in accordance with Section 366(A).

Certified a true copy

  
Secretary

Dated this 8<sup>th</sup> day JANUARY 2002



