

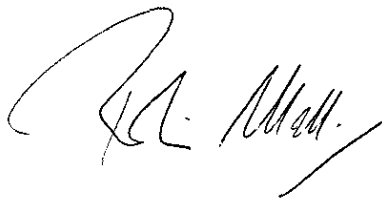
No. SC192454

Companies Acts 1948 to 1989
ELECTIVE RESOLUTION
OF
CINVEN CAPITAL MANAGEMENT (BPS) LIMITED
passed on 6 June 2000

At an Annual General Meeting of the above company duly convened and held at Pinners Hall, 105-108 Old Broad Street, London EC2N 1EH on 6 June 2000 the following resolutions were passed as ELECTIVE RESOLUTIONS:

RESOLUTIONS

1. THAT, with effect from the date of passing this Elective Resolution, in accordance with Section 366A of the Companies Act 1985, the Company elects that it shall not be required to hold annual general meetings.
2. THAT, with effect from the date of passing this Elective Resolution, in accordance with Section 252 of the Companies Act 1985, it is elected that the Directors shall not be required to lay accounts and reports before the company in general meeting.
3. THAT, with effect from the date of passing this Elective Resolution, in accordance with Section 386 of the Companies Act 1985, it is elected that the Company shall dispense with the obligation to appoint auditors annually and, accordingly, the Company's auditors shall remain in office until the Company or the auditors otherwise determine.



Director

