

## COMPANIES HOUSE FILING RETURN

WRITTEN RESOLUTION

of

**ANDPAR (122) LIMITED**

**Passed: 28 October 2005**



By written resolution passed by all the members of the above named Company on the 28<sup>th</sup> day of October 2005, the following Resolutions were approved and adopted pursuant to Section 381 of the Companies Act 1985, as amended by the Companies Act 1989, No. 2 as a Special Resolution and No. 1 as an Ordinary Resolution:-

1. "That

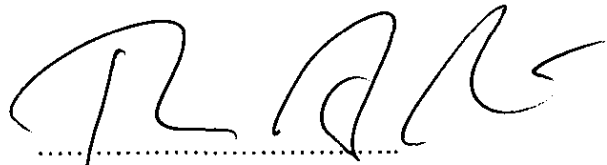
(a) the directors of the Company be and are hereby, generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) ("the Act") to allot and issue such number of relevant securities (as defined in that Section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the Articles of Association of the Company:-

- (i) the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be £98;
- (ii) no share of either class shall be issued otherwise than to members holding shares of the same class except with the consent in writing of all the members; and
- (iii) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the date five years from the date of passing this Resolution, and provided further

that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired;

(b) all other authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities are hereby revoked."

2. That pursuant to resolution 1 above and Section 95(1) of the Companies Act 1985 (as amended) ("the Act"), Section 89(1) of the Act shall not apply to any allotment of shares in the capital of the Company."

  
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Secretary  
28/10/05  
.....  
Date