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HEWLETT-PACKARD LIMITED

We the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, hereby resolve:-

~~SPECIAL RESOLUTION~~

~~Articles of Association~~

- ~~1. That the regulations in the form attached be adopted with immediate effect as the new Articles of Association of the Company to replace in their entirety the existing Articles of Association of the Company.~~

ELECTIVE RESOLUTION

THAT:

1. That for the purpose of Section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. That for the purpose of Section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
3. That for the purposes of Section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.



Dated : 7 July 1999