

THE COMPANIES ACT 1985 - 1989

SPECIAL AND ELECTIVE RESOLUTIONS OF

HARRIS PYE (HOLDINGS) LTD

COMPANY NUMBER : 1478058

At the Annual General Meeting of the Company held at *David Davies Road, Barry*  
on *1<sup>st</sup> April 1997*, the following Resolutions were passed:

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be altered by substituting for the existing Article 1(b) the following Article : "Regulations 3, 5, 24, 53, 71, 75, 79, 88, 92, 96 and 97 of Table A, Part I and regulation 8 of Table A, Part II shall not apply to the Company".

**ELECTIVE RESOLUTIONS**

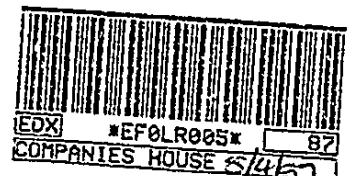
THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1998 and subsequent years until this election is revoked.

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

Dated this *First* day of *April* 1997

Signed.....*M. Jones Co. Sec.*.....



THE COMPANIES ACT 1985 - 1989

SPECIAL AND ELECTIVE RESOLUTIONS OF

HARRIS PYE (HOLDINGS) LTD

COMPANY NUMBER : 1478058

At the Annual General Meeting of the Company held at *David Davies Road, Barry*  
on *1<sup>st</sup> April 1997*, the following Resolutions were passed:

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be altered by substituting for the existing Article 1(b) the following Article : "Regulations 3, 5, 24, 53, 71, 75, 79, 88 - 92, 96 and 97 of Table A, Part I and regulation 5 of Table A, Part II shall not apply to the Company".

**ELECTIVE RESOLUTIONS**

THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1998 and subsequent years until this election is revoked.

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

Dated this *First* day of *April* 1997

Signed.....*M. Jones G. See*.....

