

Company No 57422

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

GIBBS MEW LIMITED

Passed the 24 day of June 2005.

At the Annual General Meeting of the above named company, duly convened and held at 3 Monkspath Hall Road, Solihull, West Midlands, B90 4SJ on 24 June 2005 at 10.40 am/pm, the following resolutions were proposed and passed as ELECTIVE RESOLUTIONS:-

- (i) That, pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of an Annual General Meeting in 2006 and in each subsequent year.
- (ii) 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 in respect of the year ended 30 September 2005 and subsequent years.
- (iii) That, pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.

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Secretary

Date: 24 June 2005



Presenter:

Ernst & Young LLP (MAE/LF)
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Luton
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