

PORTALS (BATHFORD) LIMITED

(Registered No. 120528)

At the Annual General Meeting of Portals (Bathford) Limited held on 28 January 1999 at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire the following Resolutions were passed:

ORDINARY RESOLUTION

Reappointment of auditors

THAT:

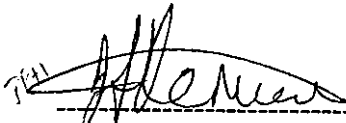
PricewaterhouseCoopers be reappointed auditors of the Company (having previously been appointed by the Board to fill the casual vacancy arising by reason of the resignation of Price Waterhouse), to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the directors.

ELECTIVE RESOLUTIONS

Elective Regime

THAT:

- (a) pursuant to Section 252 of the Companies Act 1985, the Company shall dispense with the requirement to lay its annual accounts (including the Directors' Report) before the Company in general meeting in this and in future financial years;
- (b) pursuant to Section 366A of the Companies Act 1985, the Company shall dispense with the holding of annual general meetings in this and in future years;
- (c) pursuant to Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually and that PricewaterhouseCoopers shall remain as auditors of the Company until the Company shall otherwise determine in general meeting.


Secretary

