

Company number: 666151

THE COMPANIES ACTS 1985 AND 1989

RESOLUTIONS

OF

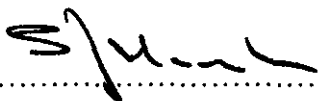
HAMMERSON INTERNATIONAL HOLDINGS LIMITED

PRIVATE COMPANY LIMITED BY SHARES

On **31 OCT 2005** the following RESOLUTIONS were duly passed by the sole member of the Company entitled to attend and vote at a general meeting of the Company pursuant Section 381A of the Companies Act 1985.

IT WAS RESOLVED THAT:

- (a) In accordance with the provisions of Section 252 of the Companies Act 1985 (the "Act") the sole member hereby elects to dispense with the laying of accounts and reports before the Company in a general meeting for the current financial year ending 31 December 2005 and subsequent financial years.
- (b) In accordance with the provisions of the Act the sole member hereby elects to dispense with the holding of the annual general meeting for the current and subsequent years.
- (c) In accordance with the provisions of Section 386 of the Act the sole member hereby elects to dispense with the obligation to appoint auditors annually.

  
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S J Haydon  
Secretary

