GODFREY PHILLIPS LIMITED (884) 49)

Minutes of the Thirty Sixth Annual General Meeting of the Company held at 5, Thameside Centre, Kew Bridge Road, Brentford, Middlesex, TW8 0HF on 18th July 2005

Present:

Mr S Bauer

Mr M. Saine

CHAIRMAN

It was agreed that Mr M. Saine be appointed Chairman of the meeting

NOTICE

The Secretary read the notice convening the meeting and noted that a quorum was present.

DIVIDEND

The members do not recommend the payment of a final dividend.

REPORTS & ACCOUNTS

The balance sheet of the Company at 31st December 2003 and the profit and loss account for the period then ended, together with the report of the directors' thereon, were presented and considered

IT WAS RESOLVED THAT the balance sheet at 31 December 2003 and the profit and loss account for the period then ended, together with the report of the directors' thereon, as submitted, be and are hereby adopted

ELECTIVE RESOLUTIONS

IT WAS RESOLVED THAT the following elective resolutions being passed to.

- Dispense with the requirement to lay report and accounts in General Meetings of members (CA 1985 s252)
- Dispense with the requirement to hold an Annual General Meeting (CA 1985 s366A)

This concluded the business of the meeting.

Chairman

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