

Company Registered No. 1651392

THE COMPANIES ACT 1985
as amended by the Companies Act 1989)

ELECTIVE RESOLUTIONS

of

SPENCERS ESTATE AGENTS LIMITED
passed on 28th January 1998

Pursuant to Section 318A of the Companies Act 1985, we the undersigned, being the sole member of the Company who at the date of these resolutions are entitled to attend and vote at the Extraordinary General Meeting of the Company, hereby RESOLVE that the following resolutions be passed:-

1. **ELECTIVE RESOLUTION - DISPENSE WITH HOLDING ANNUAL GENERAL MEETING**

"That in accordance with Section 366A of the Companies Act 1985, the Company shall be dispensed with the holding of an annual general meeting of the Company in 1998 and subsequent years as otherwise required by Section 366 of that Act".

2. **ELECTIVE RESOLUTION**

"That in accordance with Section 252 of the Companies Act 1985 the Company shall be dispensed with the laying of accounts and reports before the Company in General Meeting in 1998 and subsequent years as otherwise required by Section 241 of that Act".

Dated this 28th day of January, 1997.

For and on behalf of
HAMBRO COUNTRYWIDE ESTATE AGENTS

.....
DIRECTOR/SECRETARY

Hambro Countrywide Estate Agents
Sole Shareholder

Presented by:

S Law
Hambro Countrywide PLC
Kingsgate
1 King Edward Road
Brentwood
Essex CM14 4HG

