

Number of } 02020653
Company

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
(Pursuant to Section 381A of the Companies Act 1985)

OF

PRICEWATERHOUSECOOPERS EXECUTIVE RESOURCING LIMITED

Dated 1 August 2000



The following Resolution was agreed to by the sole member entitled to attend and vote at General Meetings of the Company and signed by such member on the 1st day of August 2000.

THAT

The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this Resolution, of an authority under the said Section 80.

The Company hereby elects:

- i) Pursuant to Section 252 of the Act, to dispense with the laying of accounts before the Company in General Meeting;
- ii) Pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings;
- iii) Pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- iv) Pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent.

Signature Chellappan

.....

)

)

)

To be signed by the
Chairman, a Director, or the
Secretary of the Company

Note - Where the Resolution would, had it not been agreed to by all members, have been passed as a Special, Extraordinary or Elective Resolution, it must be filed, within 15 days after the date thereof.