

Company Number 3083661

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**ELECTIVE RESOLUTIONS OF**

**OSI GROUP HOLDINGS LIMITED**

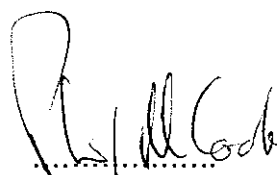
**PASSED ON MONDAY 25<sup>th</sup> NOVEMBER 2002**

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At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at Campus 300, Maylands Avenue, Hemel Hempstead, HP2 7TQ on Monday 25<sup>th</sup> November 2002 at 11.50 a.m., the following Elective Resolutions were duly passed:

**Elective Resolutions**

- a) pursuant to S.366A of the Act, to dispense with the holding of annual general meetings;
- b) pursuant to S.252 of the Act, to dispense with the laying of accounts before the company in general meeting; and
- c) pursuant to S.386 of the Act, to dispense with the obligation to appoint auditors annually.

  
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Chairman

