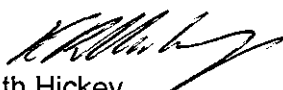


PAYROLL GIVING LIMITED
(Registered number:03172472)

Notice is hereby given that at the Annual General Meeting of Payroll Giving Limited ("the Company") held on 22nd July 2004 at 5.05pm in the Thora Hird Room, 207-221 Pentonville Road, London N1 9UZ the following resolutions were passed as elective resolutions:

1. that the Company elects in accordance with the Companies Act 1985 Section 379A to dispense with the requirement to hold an Annual General Meeting of the Company;
2. that the Company elects in accordance with the Companies Act 1985 Section 379A to dispense with the laying of accounts and reports before the Company in general meeting;
3. that the Company elects in accordance with the Companies Act 1985 Section 379A to dispense with the obligation to appoint auditors annually.

By order of the Board.


Keith Hickey
Company Secretary
22nd July 2004

