

Company No. 03217015

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

of

JENOPTIK INFAB UK LIMITED

(passed on the 3rd day of December 1997)

The following Resolutions were passed by the Sole Member of the Company as Elective Resolutions on 3rd December 1997.

1. **THAT** pursuant to Section 366A of the Companies Act 1985 the Company elects to dispense with the holding of Annual General Meetings in 1997 and subsequent years;
2. **THAT** pursuant to Section 252 of the Companies Act 1985 the Company elects to dispense with the laying of Accounts and Reports before the Company in General Meeting for the current financial year and all subsequent financial years;
3. **THAT** pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

J.S. M...

Secretary

(44641)

