

Uniq Limited

Special and Elective Resolutions of the Company

We, the undersigned being the Sole Member for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special and Elective Resolutions respectively and agree that the said Resolutions shall, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Special Resolution

It is resolved:

THAT the regulations set forth in the printed document produced to this Meeting, and for the purpose of identification signed by the Chairman thereof, be approved and adopted as the Memorandum and Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing memorandum and articles thereof.

Elective Resolutions

It is resolved:

THAT, pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 2000 and subsequent years until this election is revoked.

THAT, pursuant to Section 252(1) of the Companies Act 1985 the Company hereby elects to dispense with the laying of Accounts and Reports before the Company in General Meeting.

THAT, pursuant to Section 386 of the Companies Act the Company hereby elects to dispense with the obligation to appoint Auditors annually.

S F Burt
Unigate PLC

13 June 2000

