

# THE COMPANIES ACTS 1985 TO 1989

## WRITTEN RESOLUTIONS

of

**LIPWELL LIMITED**  
(Company Number 4533510)

We the undersigned being the sole Member of the Company entitled to attend and vote at general meetings of the Company hereby pass the following resolutions numbered 1 to 5 as Elective Resolutions and that numbered 6 as a Special Resolution and agree that such resolutions shall be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held

### RESOLUTIONS

1. That the provisions of S.80A of the Companies Act 1985 shall apply to the Company instead of the provisions of S.80(4) and (5) in relation to the giving or renewal hereafter of an authority for directors to allot shares under that section.
2. That in accordance with S.366A of the Companies Act 1985 the Company shall dispense with the holding of annual general meetings.
3. That S.369(4) and S.378(3) of the Companies Act 1985 (majority required to sanction short notice of meeting) shall have effect in relation to the Company as if for the references to 95 per cent there were substituted references to 90 per cent.
4. That in accordance with S.252 of the Companies Act 1985 the Company shall dispense with the laying of accounts and reports before the Company in general meeting.
5. That in accordance with S.386 of the Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually.
6. That during such time as there remains in force an Elective Resolution pursuant to which the Company has dispensed with the holding of annual general meetings all provisions of the Company's Articles of Association (including regulations of Table 'A' included therein) as to business to be transacted at annual general meetings shall not have effect. In particular (and without prejudice to the generality of the foregoing) directors shall not retire by rotation but in lieu thereof the holder or holders of a majority in nominal value of such part of the capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time and from time to time by memorandum in writing signed by or on behalf of him or them and left at the registered office of the Company remove any director from office or appoint any person to be a director. Such removal or appointment shall (in the absence of contrary provision in the relevant memorandum) take effect forthwith upon delivery of the memorandum at the registered office of the Company or on the date specified therein.

Dated this 15<sup>th</sup> day of November 2002



Director and Secretary

For and on behalf of Emerson Developments (Holdings) Limited

