

WRITTEN RESOLUTION APPROVING ELECTIVE RESOLUTIONS

The Companies Act 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
EUROPEAN MANAGEMENT MATERIALS (UK) LIMITED
(Company No. 5227231)

Pursuant to Section 381A of the Companies Act 1985 ('the Act')

WE, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as elective resolutions pursuant to Section 379A of the Act.

ELECTIVE RESOLUTIONS

- 1 THAT the provisions of Section 80A of the Act shall apply, in place of Section 80(4) and (5) of that Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
- 2 THAT the Company hereby elects:
 - 2.1 to dispense with the laying out of accounts and reports before the Company in general meeting, in accordance with Section 252.
 - 2.2 to dispense with the holding of annual general meetings in accordance with Section 366(A).
 - 2.3 to dispense with the obligation to appoint auditors annually in accordance with Section 386.

AK Wood pp HP Nominees Ltd

Date 8th October 2004