BIRRELL (HOLDINGS) LIMITED

Company No. 13125

SPECIAL RESOLUTION

Passed by written resolution of all ordinary shareholders on 12 December 1996

That the accounts of the company for the period ending 30 September 1995 having been sent out in accordance with Companies Act 1985, section 238(1), and the company having qualified as small in that period and having been dormant since the end of it, the company resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Companies Act 1985, section 384.

COMPANIES HOUSE 15/01/97