

**THE COMPANIES ACTS 1985 TO 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**CERTIFIED TO BE A TRUE COPY**

**ELECTIVE RESOLUTION  
OF  
WHATCO HOLDINGS LIMITED**

  
**Director/Secretary**

\_\_\_\_\_  
Passed 22 October 1998  
\_\_\_\_\_

At the Annual General Meeting of the above-named Company, duly convened and held on 22 October 1998, the following Resolution was duly passed as an Elective Resolution:

**Elective Resolution**

"It is hereby unanimously resolved as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act")

- THAT (A) The provisions of Section 80A of the Act shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after passing of this resolution, of an authority under the said Section 80.
- (B) The Company hereby elects:
- i. pursuant to Section 252 of the Act, to dispense with the laying of accounts before the Company in general meeting;
  - ii. pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
  - iii. pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
  - iv. pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have the effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted to 90 per cent.

J Hume  
(for and on behalf of Alfred McAlpine PLC)  
Chairman

