



TRANSEND

UK Ltd

Board Meeting Minutes

Date: 18 November 1999

Present: Mr Kevin Angliss
Mr Alan Ogden
(Chair)

Ref: AO/039_0_a.doc

Location: 41 Stonebury Avenue
Eastern Green
Coventry
Warwickshire CV5 7FW

Page: 1 of 1

These are the minutes of an Extraordinary Board Meeting of Transend (UK) Ltd

Elective Resolution

In accordance with section 379A(1) of the Companies Act 1985, the meeting approved the following Elective Resolutions:

1. That pursuant to section 252 of the Companies Act 1985, the company shall dispense with the laying of accounts and reports before the company in general meeting.
2. That pursuant to section 366A of the Companies Act 1985 the company shall dispense with the holding of annual general meetings.
3. That pursuant to section 369(4) of the Companies Act 1985, the requisite majority for short notice of a meeting under section 369 shall be the majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving a right to attend and vote at the meeting.
4. That pursuant to section 386 of the Companies Act 1985, the company shall dispense with the obligation to appoint auditors annually.

Confirmed as a true record

Alan Ogden
Secretary



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