

Company No. 732250

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

of

A M GROUP LIMITED

Passed: 7 April 2003

The following resolutions in writing signed by the Authorised Representative of the Sole Member of the Company on the above-mentioned date pursuant to Section 381A and Schedule 15A Paragraph 2(1) of the Companies Act 1985, shall be passed as **ELECTIVE RESOLUTIONS** and for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

RESOLUTIONS

- (a) That the Company hereby elects pursuant to Section 366A of the Companies Act 1985 to dispense with the holding of an annual general meeting in 2004 and all subsequent years;
- (b) That the Company hereby elects pursuant to Section 252 of the Companies Act 1985 to dispense with the laying of Financial Statements and reports before the Company in general meeting for the year ending 31 December 2003 and all subsequent financial years; and
- (c) That the Company hereby elects pursuant to Section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.

J.R. Barnes

IR Barnes

Authorised Representative for **Anglia Maltings (Holdings) Limited**

