

Company No: 1503621

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

LIBERTY INTERNATIONAL HOLDINGS PLC

(“COMPANY”)

At an Extraordinary General Meeting of the members of the Company convened and held on 26 April 2004 the following resolutions were duly passed by the members of the Company as Special Resolutions:

Special Resolutions

1. THAT pursuant to the provisions of section 53, Companies Act 1985, the Company be re-registered as a private company with effect from 30 April 2004 and that the memorandum of association of the Company be thereupon altered as follows:
 - (i) by deleting the existing clauses 1 & 2 and substituting therefore the following clause numbered 1:

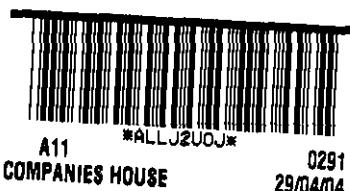
‘1. The Company’s name is ‘Liberty International Holdings Limited’;
 - (ii) by renumbering the existing clauses 3, 4, 5 and 6 as clauses 2, 3, 4 and 5 respectively;
2. THAT the regulations set forth in the printed document produced to this meeting, and for the purpose of identification signed by the chairman hereof, be approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, all the existing articles thereof.

Dated: 26 April 2004

Certified a true copy

Susie

Company Secretary



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