

Company No: 1503621

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**LIBERTY INTERNATIONAL HOLDINGS LIMITED
("COMPANY")**

At an Extraordinary General Meeting of the Company on 14 May 2004, the following resolutions were passed by the members of the Company as Elective Resolutions, pursuant to the articles of association of the Company and s381A of the Companies Act 1989:

Elective Resolutions

- (a) THAT pursuant to Section 379A and for the purposes of Section 366A of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the holding of Annual General Meetings.
- (b) THAT pursuant to Section 379A and for the purposes of Section 252 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.
- (c) THAT pursuant to Section 379A and for the purposes of Section 386 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the obligation to appoint auditors annually.

Dated: 14/05/04

Certified a true copy

Susan Folger.....
Susan Folger, Company Secretary

