Company Number: 1974498

PEARL GROUP

(the Company)

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following special resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE THAT:

- (a) in accordance with Article 7(d) of the Company's articles of association, with effect from the passing of this resolution, the capital of the Company be reduced from £868,076,000 divided into 17,361,520,000 ordinary shares of 5 pence each to £173,615,200 divided into 17,361,520,000 ordinary shares of 1 pence each, by cancelling paid-up share capital to the extent of 4pence upon each of the 17,317,256,612 issued ordinary shares of 5 pence each and reducing the nominal amount of each ordinary share of 5 pence each (whether issued or unissued) to 1 pence each; and
- (b) that Article 3 of the Company's Articles of Association be deleted and replaced with the following:

"The authorised share capital of the Company is £173,615,200 divided into 17,361,520,000 ordinary shares of £0.01 each."

HHG PLC

Date: ____ Maren 2005

A copy of this resolution was sent to the Company's auditors, Ernst & Young LLP, on March 2005 pursuant to section 381B of Companies Act 1985. April

for and on behalf of

Pearl Group

COMPANIES HOUSE