

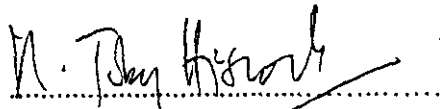
COMPANY NO. 01974498

PEARL GROUP LIMITED (the *Company*)

SOLE MEMBER'S WRITTEN RESOLUTION

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

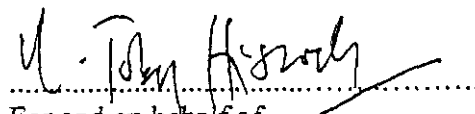
1. the share premium account of the Company be and is hereby cancelled; and
2. the directors of the Company be and are hereby authorised to take all steps necessary or desirable to implement such a cancellation of the share premium account of the Company.

  
.....  
For and on behalf of HHG PLC

TOBY HISCOCK

Date: 17 September 2004

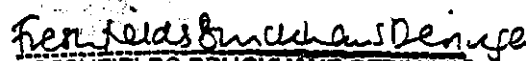
NOTE: A copy of this resolution was sent to the Company's auditors, Ernst & Young LLP, on 17 September 2004 pursuant to section 381B of the Companies Act 1985.

  
.....  
For and on behalf of  
Pearl Group Limited

TOBY HISCOCK

CERTIFIED A TRUE AND COMPLETE COPY OF THE ORIGINAL



  
FRESHFIELDS BRUCKHAUS DERINGER 20.10.2004  
65 Fleet Street  
London EC4Y 1HS