

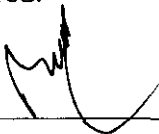
Company No: 2341945

**WRITTEN RESOLUTION OF  
CILVA HOLDINGS LIMITED  
("CILVA")**

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In accordance with Section 381A of the Companies Act 1985, we the undersigned, being the sole member of Cilva who at the date of this resolution would be entitled to attend and vote at a general meeting of Cilva, agree that the following resolution shall have effect if passed by Cilva in general meeting and accordingly we resolve that:

1. The authorised share capital of Cilva be increased from £427,911,336.20 to £1,134,241,164.20 by the creation of 7,063,298,280 ordinary shares of 10 pence each to rank pari passu in all respects with the existing ordinary shares of Cilva; (u)
2. Pursuant to Section 80 of the Companies Act 1985, the directors of Cilva be generally and unconditionally authorised to allot relevant securities (as defined in that Act) up to a maximum aggregate nominal amount of £1,134,241,164.20, to such person and upon such conditions as the directors may determined (subject to the articles of association of Cilva), within the period of 5 years from the date of this resolution; and
3. Cilva be authorised at any time prior to the expiration of such authority to make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after such expiration and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



duly authorised signatory for and on behalf of  
Avis Europe Investments Limited

Dated: 28 May 2004

