

COMPANY NUMBER: 03229039

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

GHL HOLDINGS LIMITED



WRITTEN RESOLUTIONS TO APPROVE AN OWN SHARE PURCHASE
CONTRACT AND TO APPROVE THE MAKING OF A PAYMENT OUT OF CAPITAL

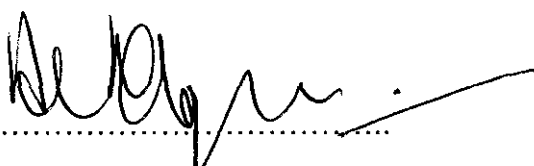
We, the undersigned, being all the members of the above-named private company ("the Company") other than the member(s) holding shares to which the following resolutions relate, hereby agree that the two following resolutions shall have effect as written resolutions of the Company in accordance with section 381A of, and with paragraphs 5 and 6 (as appropriate) of Schedule 15A to, the Companies Act 1985, and we each hereby acknowledge receipt of a copy of the proposed contract to which the resolution numbered '1' relates and also a copy of the statutory declaration and auditors' report which are required by section 173 of the Companies Act 1985 in connection with the resolution numbered '2' below:

1. THAT the terms of the proposed contract, whereby the Company may become entitled and obliged to purchase from 3i Group plc 80,000 of its own Ordinary shares of 10 pence each, and of which a copy has been supplied to each member of the Company, be and are hereby approved, and any director of the Company be and is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder. Of the payment due under the proposed contract £184,847 shall be paid out of the distributable profits of the Company

2. THAT there be and is hereby approved the proposed payment of £221,128 out of 'capital' (within the meaning of section 171(2) of the Companies Act 1985) to be made in pursuance of the proposed agreement under which the Company may

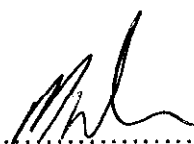
become entitled and obliged to purchase 80,000 of its own A Ordinary shares of 10 pence each and the terms of which are being approved by the written resolution numbered '1' above.

3. THAT there be and is hereby approved the proposed payment of £60,000 out of 'capital' (within the meaning of section 171(2) of the Companies Act 1985) to be made in pursuance of provisions of the Articles in the repayment of redeemable preference shares.



(Dennis Charles Alger)

Dated...21/02/05.....



(Mark Sheldon)

Dated...21/02/05.....



(Stanley Law)

Dated...21/02/05.....