

Company No. 3810897

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**WRITTEN SPECIAL RESOLUTIONS PURSUANT TO SECTION 381A
OF THE COMPANIES ACT 1985**

- of -

HUTLEY INVESTMENTS LIMITED

(the "Company")

We, the undersigned (the "Shareholders"), being the holders of the entire issued share capital of the Company, hereby pass the following Shareholder resolutions as written Special Resolutions pursuant to Section 381A of The Companies Act 1985:

SPECIAL RESOLUTIONS

1. THAT the Shareholders approve the entry by the Company into a guarantee in favour of Anglo Irish Bank Corporation plc (the "Bank") under which the Company will guarantee the obligations of Sladesgate Investments Limited ("Sladesgate") in respect of the liabilities of Sladesgate pursuant to a facility letter dated 1 November 2004 from the Bank to Sladesgate ("the Guarantee").
2. THAT Directors of the Company be authorised to cause the Company to enter into the Guarantee

1/11/04
Date

SIGNED
Nick Hutley

1/11/04
Date

SIGNED
Edward Hutley

2/11/04
Date

SIGNED
Anne Hutley

1 Nov 2004
Date

SIGNED
Charlotte De Klee

12 Nov 04
Date

SIGNED
Henrietta Fiddian Green



A44
COMPANIES HOUSE

0687
18/11/04