

Company Number: 04966643

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

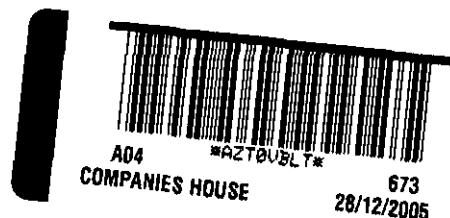
**Latimer Investments
(the "Company")**

We, the undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company in accordance with section 381A of the Companies Act 1985 (as amended) and regulation 53 of Table A to the Companies Act 1985 (as amended) as adopted by the articles of association of the Company hereby approve and adopt the following resolution as a special resolution as if passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT:

The share premium account of the Company as at the date of this written special resolution be reduced by £182,499,979 from £182,499,979 to zero.





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For and on behalf of
Latimer Holdings Limited

..22 December 2005
Dated

**[SIGNATURE PAGE TO SPECIAL RESOLUTION OF LATIMER INVESTMENTS
LIMITED]**