

Company Number: 5566787

**Special Resolution of
Gondola Holdings plc**

passed on 22 November 2006



At the Extraordinary General Meeting of the Company duly convened and held at Kettners, 29 Romilly Street, Soho, London W1D 5HP on 22 November 2006 at 12.15pm the following resolution was passed as a Special Resolution of the Company:

THAT:

for the purpose of giving effect to the scheme of arrangement dated 30 October 2006 between the Company and the holders of the Scheme Shares (as defined in the said scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman hereof, in its original form or subject to such modification, addition or condition agreed between the Company and Paternoster Acquisitions Limited ("**Paternoster Acquisitions**") and approved or imposed by the Court (the "**Scheme**");

- (a) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (b) the share capital of the company be reduced by cancelling and extinguishing all of the Cancellation Shares (as defined in the Scheme);
- (c) subject to and forthwith upon the reduction of share capital referred to in paragraph (b) above taking effect and notwithstanding anything to the contrary in the articles of association of the Company:
 - (i) the share capital of the Company be increased to its former amount by the creation of such number of new ordinary shares of 25 pence each as shall be equal to the aggregate number of Cancellation Shares cancelled pursuant to paragraph (b) above;
 - (ii) the reserve arising in the books of account of the Company as a result of the reduction of share capital referred to in paragraph (b) above be capitalised and applied in paying up in full at par all of the new ordinary shares created pursuant to paragraph (c)(i) above, which shall be allotted and issued, credited as fully paid, to Paternoster Acquisitions and/or its nominee(s) in accordance with the Scheme; and
 - (iii) conditional upon the Scheme becoming effective, the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot the new ordinary shares referred to in paragraph (c)(i) above provided that: (1) the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be the aggregate nominal amount of the said new ordinary shares created pursuant to sub-paragraph (c)(i) above; (2) this authority shall expire (unless previously revoked, varied or renewed) on 31 March 2007; and (3) this authority shall be in addition, and without prejudice, to any other authority under the said section 80 previously granted and in force on the date on which this resolution is passed; and

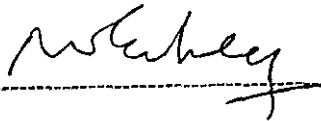
- (d) with effect from the passing of this resolution, the articles of association of the Company be amended by including the following new article after article 139 (and amending the remainder of the articles and any cross-references thereto accordingly):

"140 Scheme of Arrangement

- 140.1 In this Article 140 references to the "**Scheme**" are to the scheme of arrangement dated 30 October 2006 under section 425 of the Companies Act 1985 between the Company and the holders of Scheme Shares (as defined in the Scheme) as it may be modified or amended in accordance with its terms, and expressions defined in the Scheme will have the same meanings in this Article.
- 140.2 Notwithstanding any other provision of these Articles, if any ordinary shares are issued to any person (the "**New Member**") after the Scheme Record Time, such New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) will, provided the Scheme has become effective, be obliged to transfer all the ordinary shares held by the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) (the "**Disposal Shares**") to Paternoster Acquisitions (or as Paternoster Acquisitions may otherwise direct) (the "**Purchaser**") who shall be obliged to acquire all of the Disposal Shares. The consideration payable by the Purchaser shall be 415 pence in cash for each Disposal Share transferred to it (or such lesser or greater amount as may be payable under the Scheme if modified in accordance with its terms).
- 140.3 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation), the value of the consideration per Disposal Share to be paid under Article 140.2 shall be adjusted by the directors in such manner as an independent investment bank selected by the Company may determine to be fair and reasonable to the New Member to reflect such reorganisation or alteration. References in this Article to shares shall, following such adjustment, be construed accordingly.
- 140.4 To give effect to any transfer required by paragraph 140.2 above the Company may appoint any person as attorney for the New Member to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser and do all such other things and execute and deliver all such documents as may in the opinion of the attorney be necessary or desirable to vest the Disposal Shares in the Purchaser and pending such vesting to exercise all such rights to the Disposal Shares as the Purchaser may direct. If an attorney is so approved, the New Member shall not thereafter (except to the extent that the attorney fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Disposal Shares unless so agreed by the Purchaser. The Company may give good receipt for the purchase price of the Disposal Shares and may register the Purchaser as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for any Disposal Shares. The Purchaser shall send a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the purchase price of such Disposal Shares within 14 days of the date on which the Disposal Shares are issued to the New Member.

- 140.5 If the Scheme shall not have become effective by the date referred to in clause 8 of the Scheme, this Article 140 shall be of no effect.
- 140.6 Notwithstanding any other provision of these Articles, both the Company and the Directors shall refuse to register the transfer of any Transfer Shares (as defined in the Scheme) after the Scheme Record Time (as defined in the Scheme)."

I hereby certify that the above Special Resolution was approved at the Extraordinary General Meeting of the Company held on 22 November 2006.



Martin Eckersley
Company Secretary
22 November 2006