

THE COMPANIES ACT 1985
WRITTEN RESOLUTION
OF
THE PELICAN GROUP LIMITED
(the "Company")
(Passed on 17 January 2005)



We, the undersigned, being all the members of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to section 381A of the Companies Act 1985 to the following written resolution (which would otherwise be required to be passed as a special resolution):

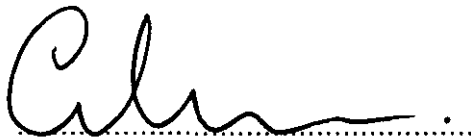
RESOLUTION

THAT:

- (a) the Company provide financial assistance (as defined in section 152 Companies Act 1985) in relation to:
 - (i) the acquisition by Tragus Group Holdings Limited of the entire issued share capital of the Tragus Holdings Limited;
 - (ii) the refinancing of the acquisition by Tragus Holdings Limited of the Company in 2002 funded pursuant to an amended and restated facility agreement dated 28 May 2004 and made between Barclays Bank PLC, the Company and certain subsidiaries of the Company (the "**2004 Facility**"); and
 - (iii) the refinancing of the redemption of 145,000 Preference shares of £1.00 and 9,980,000 'A' Preference shares of £1.00 in the Company on 24 June 2004 funded pursuant to the 2004 Facility
- by the Company entering into:
- (i) a new senior facilities agreement (containing a guarantee in respect of such facilities);
 - (ii) a mezzanine facility agreement (containing a guarantee in respect of such facilities);
 - (iii) a debenture granting security in respect of such loan facilities;
 - (iv) entering into an intercreditor deed;
 - (v) upstream loan arrangements pursuant to an intra-group loan agreement and a letter of support; and
 - (vi) downstream loan arrangements pursuant to a downstream intra-group loan agreement

(the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution and that the entering into of the Assistance Documents be and are hereby approved, copies of the Assistance Documents having been made available for inspection by the members prior to the passing of this resolution, subject to such changes as the Company's directors think fit;

- (b) the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved;
- (c) the giving of financial assistance by the subsidiaries of the Company (the "**Subsidiaries**") by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved;
- (d) approval for the Company to enter into the Assistance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985; and
- (e) approval for the Subsidiaries to enter into the Assistance Documents be given notwithstanding that the Subsidiaries might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

A handwritten signature in black ink, appearing to be 'C. L.', followed by a horizontal dotted line.

for and on behalf of
Tragus Group Limited

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
THE PELICAN GROUP LIMITED

The following written resolution was passed by the Company on 17 January 2005 as a special resolution.

SPECIAL RESOLUTION

THAT:

(a) the Company provide financial assistance (as defined in section 152 Companies Act 1985) in relation to:

- (i) the acquisition by Tragus Group Holdings Limited of the entire issued share capital of the Tragus Holdings Limited;
- (ii) the refinancing of the acquisition by Tragus Holdings Limited of the Company in 2002 funded pursuant to an amended and restated facility agreement dated 28 May 2004 and made between Barclays Bank PLC, the Company and certain subsidiaries of the Company (the "**2004 Facility**"); and
- (iii) the refinancing of the redemption of 145,000 Preference shares of £1.00 and 9,980,000 'A' Preference shares of £1.00 in the Company on 24 June 2004 funded pursuant to the 2004 Facility

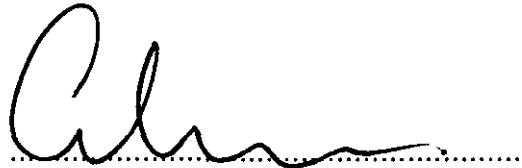
by the Company entering into:

- (iv) a new senior facilities agreement (containing a guarantee in respect of such facilities);
- (v) a mezzanine facility agreement (containing a guarantee in respect of such facilities);
- (vi) a debenture granting security in respect of such loan facilities;
- (vii) entering into an intercreditor deed;
- (viii) upstream loan arrangements pursuant to an intra-group loan agreement and a letter of support; and
- (ix) downstream loan arrangements pursuant to a downstream intra-group loan agreement

(the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution and that the entering into of the Assistance Documents be and are hereby approved, copies of the Assistance Documents having been made available for inspection by the members prior to the passing of this resolution, subject to such changes as the Company's directors think fit;

(b) the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved;

- (c) the giving of financial assistance by the subsidiaries of the Company (the "**Subsidiaries**") by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved;
- (d) approval for the Company to enter into the Assistance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985; and
- (e) approval for the Subsidiaries to enter into the Assistance Documents be given notwithstanding that the Subsidiaries might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

A handwritten signature in black ink, appearing to be 'A. H.', written over a dotted line.

Chairman

Presented by:

Ashurst
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 0207 638 1111
Ref: BJH/GYB