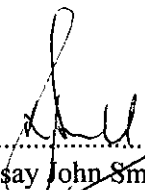


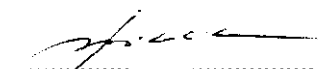
Company number
00564818

THE COMPANIES ACT 1985
UNLIMITED COMPANY
WRITTEN RESOLUTION
OF
WENGEN-TWO

We, the undersigned, being the holder of all the issued share capital of the company, pass the following resolution:

That, as recommended by the directors and in accordance with the respective rights of the member, the company declare and pay a dividend of £3,035,000 to Wengen-One comprising a distribution in specie of £3,035,000 of an intra-group receivable due to the company from Thorn Lighting Holdings Limited.


.....
Lindsay John Small
Director
For Wengen-One


.....
Thomas Spitzenpfeil
Director
For Wengen-One

Date: 30 January 2006

