

Company No. 1314676

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MASTERCARE SERVICE AND DISTRIBUTION LIMITED

WRITTEN RESOLUTION OF THE SOLE MEMBER
PASSED WITH EFFECT FROM THE DATE SHOWN BELOW

SECTION 26(5) COMPANY CONSENT EXTENDING AUDITORS APPOINTMENTS
TO DELOITTE & TOUCHE LLP

The following resolution has been agreed to by the undersigned, being the sole member of the Company:-

Pursuant to the provisions of section 381A of the Companies Act 1985, we the undersigned, being all of the members of the Company for the time being having a right to attend and vote at general meetings hereby resolve that the consent of the Company be and is hereby given to treating the appointment of Deloitte & Touche as the Company's auditors as extending to Deloitte & Touche LLP with effect from 1 August 2003 in accordance with the provisions of section 26(5) of the Companies Act 1989.

Signed.....

For and on behalf of
Dixons Group Holdings Limited

Dated..22 July 2003.....

