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Norton Rose  
Kempson House  
Camomile Street  
London EC3A 7AN

CCF CHARTERHOUSE LIMITED

(Registered in England - No.2803379)

*Norton Rose*

29/08/03

## WRITTEN RESOLUTION

(Passed 26 August 2003)

Pursuant to section 381A Companies Act 1985 the following Resolution is hereby passed as Special Resolution:

### SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by cancelling and extinguishing for no consideration 125,999,000 ordinary shares of £1 each.

Signed by the duly authorised representative on behalf of the sole member of the Company who at the date of the Resolution (being the date when the Resolution is signed by or on behalf of the last member to sign) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting:

Signature:.....

Name:.....



Duly authorised for and on behalf of European Corporate Finance Holding S.A.

Date of signature: 26 August 2003

A handwritten signature in cursive script, appearing to read "Denoyel", is written above the printed name.

G. DENOYEL  
Director of ECFH

A handwritten signature in cursive script, appearing to read "G. Lombard", is written above the printed name.

G. LOMBARD  
Director of ECFH