

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CWE SPV HCo LIMITED

Registered No. 3123311

At an extraordinary general meeting of the Company held at Clifford Chance 200 Aldersgate Street London EC1A 4JJ on 5 November 1997 the following special resolution was passed:

SPECIAL RESOLUTION

THAT:

- (1) the execution by the Company of the agreements and documents (the "**Agreements**") to be executed by it as summarised in the memorandum annexed to this notice (the "**Memorandum**") (incorporating such amendments as may be approved by or on behalf of the Company) are in the best interests of, and to the future benefit of the Company, and are hereby unanimously approved;
- (2) the Company be and is hereby authorised and directed to enter into those Agreements to which it is expressed to be a party in the Memorandum and into such other documents as, under the terms of such Agreements, it is required or obliged to be a party to and/or any documents in connection therewith; and
- (3) all matters set out in the minutes of the board of directors of the Company annexed to this notice be and are hereby unanimously approved.



Chairman

