

No: 3265777

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

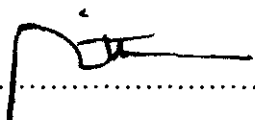
COTESWORTH CAPITAL LIMITED

PASSED 30 March 2000

On 30 March 2000 the following resolution was duly passed as a Written Resolution of the Company pursuant to Section 381A of the Companies Act 1985:-

SPECIAL RESOLUTION

Each member of the Company having duly received a copy of the declaration made by the directors of the Company in accordance with Section 155(6) and Section 156 of the Companies Act 1985 ("the Act") together with the requisite auditor's report annexed thereto, the giving of financial assistance by the Company for the purpose of reducing or discharging a liability incurred for the purpose of the acquisition of shares in the Company's holding company, Cotesworth Group Limited (such assistance to take the form of a loan by the Company to HIH European Holding Company Limited) be and is hereby approved in accordance with Section 155(4) of the Act.

N. W. 
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Director

