

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SAGE HOLDINGS LIMITED (the "Company")

(Registered in England and Wales under company number 3610110)

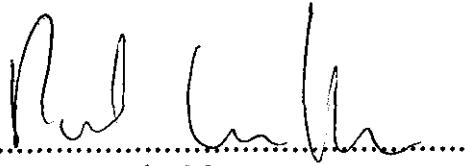
dated 25 September 2006

We, the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, pass the following resolution as a written resolution to have effect as if passed as an elective resolution of the Company in general meeting in accordance with Article 5 of the Company's Articles of Association and hereby consent to the matters referred to therein:

SECTION 80A AUTHORITY (ELECTIVE RESOLUTION)

THAT for the purposes of sections 80 and 80A of the Companies Act 1985 (the "Act"), the Directors be and are hereby authorised generally and unconditionally to exercise all of the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) subject always to the provisions of the Articles provided that:

- (a) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be £810,000,000;
- (b) this authority shall be for an indefinite period but shall be capable of revocation or variation from time to time by the Company in general meeting;
- (c) this authority shall be in substitution for any and all existing authorities to allot relevant securities given to the Directors (to the extent the same have not previously been utilised or revoked and have not expired) which be and they are hereby revoked but without prejudice to any allotment, offer or agreement made or entered into prior to the passing of this resolution; and
- (d) the authority and power conferred by this resolution shall enable the Company to make any offer or agreement before the revocation of that authority and power that would or might require relevant securities to be allotted after such authority or power is revoked and the Directors may allot relevant securities in pursuance of any such offer or agreement as if such authority or power had not been revoked.

A handwritten signature in black ink, consisting of a large 'N' followed by a cursive 'W' and a series of loops.

duly authorised for
Sage Whitley Limited