

**The Companies Act 1985**  
**and**  
**The Companies Act 1989**  
**Company Limited by Shares**  
**Written Resolution**  
**of**  
**Esh Holdings Limited**  
**(Company)**

We, the undersigned, being all the members of the Company entitled to receive notice of and attend and vote at general meetings of the Company in accordance with regulation 53 of the Companies Act 1985 Table A do hereby declare the following resolution to have been passed as a written resolution to take effect as an ordinary resolution, as if it had been passed at a general meeting of the Company duly convened and held:

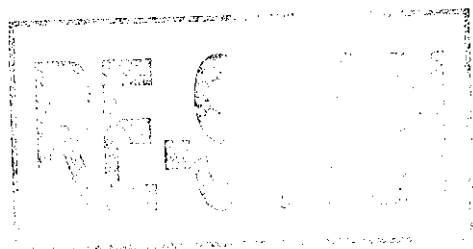
**Ordinary Resolution**

"That £14,286,791 of reserves of the Company be capitalised and that a capitalisation issue of 14,286,791 variable ordinary shares of £1.00 each be made to the non-voting ordinary shareholders in the proportion to which such shareholders would be entitled to a dividend declared, at a rate of 2.12817040508 bonus shares per non-voting ordinary shareholder."

Date	Member
11/4/2006	Stephen Bass
11/4/2006	Fred Gressman
11/4/2006	Andrew Pickett
11/4/2006	Brian Manning
11/4/2006	Jack Lumsden
11/4/2006	Anthony Carroll
11/4/2006	Vestbrown Limited

**Signature**

*JS Bass*  
*Fred Gressman*  
*Andrew Pickett*  
*B Manning*  
*Jack Lumsden*  
*Anthony Carroll*  
*HJ*







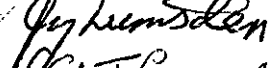

27.6.06  
AS

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**Ordinary Resolution**

"The final dividends proposed by the board of directors to be declared are hereby confirmed by the voting ordinary shareholders and therefore a dividend of 14p per share and £836,604.58 in total shall be paid to the shareholders of the 14% £1.00 Cumulative Preference Shares of £1.00 each and a further dividend of 20.04226p per share and £2,863,395.42 in total shall be paid to the shareholders of the non-voting variable dividend ordinary shares of £1.00 each. The dividend to be paid on the 15<sup>th</sup> April 2006."

Date	Member	Signature
12/4/2006	Stephen Bass	
12/4/2006	Fred Gressman	
12/4/2006	Andrew Pickett	
12/4/2006	Brian Manning	
12/4/2006	Jack Lumsden	
12/4/2006	Anthony Carroll	
12/4/2006	Vestbrown Limited	