

Company No: 03900345

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
FREEDOM FINANCE HOLDINGS LIMITED
(the "Company")

We, the undersigned, being all being members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with section 381A of the Companies Act 1985 and with the intent that the following resolutions should be as valid and effective as if the same had been duly passed at a duly convened and held general meeting of the Company, **AS FOLLOWS:**

SPECIAL RESOLUTIONS

- 1 The terms of an agreement between the Company and Rupert George Webb for the purchase by the Company of 24,544 B ordinary shares of 10p each in the capital of the Company as set out in the draft contract produced to the meeting and signed by the Chairman of the meeting for the purposes of identification (the "**Contract**") be approved and the Company be authorised to enter into the Contract.
- 2 The payment by the Company out of capital of the sum of £3,134,886.01 for the purchase of its own shares pursuant to the Contract be approved.

ORDINARY RESOLUTION

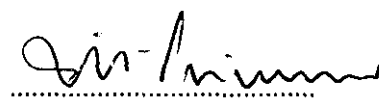
- 3 The substantial property transaction (within the meaning of Section 320 Companies Act 1985) to be made between (1) Rupert George Webb and (2) the Company whereby Rupert George Webb, a director and shareholder of the Company is to enter into the Contract.

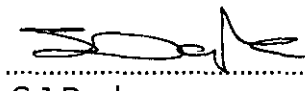
The written resolutions numbered 1 - 2 shall take effect as special resolutions and the written resolution numbered 3 shall take effect as an ordinary resolution.

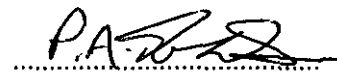
Dated: 13 July 2004


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A M Chadwick


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P Haigh-Gannon



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For and on behalf of
JZI Finance Limited


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S J Doyle

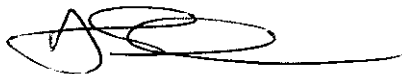

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P A Johnson


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R C Liddiard






L Wander



A J Machin



R E M Lee



G A Johnson