

Company Number: 3986733

Company Name: UBM Holdings Limited

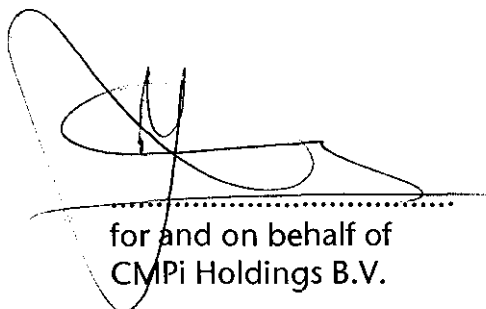
*Resolution in writing pursuant to Section 381A
of the Companies Act 1985 (as amended)*

Appointment of Auditors

Notice of the resignation of PricewaterhouseCoopers as auditors of the company having been received, IT WAS RESOLVED THAT

"Ernst & Young of Becket House, 1 Lambeth Palace Road, London, SE1 7EU be and are hereby appointed as the auditors of the company in accordance with Section 388(3)(a) to fill the casual vacancy caused by the resignation of PricewaterhouseCoopers on 19 December 2002 and that Ernst & Young shall hold office and be deemed to be annually re-appointed thereafter as the auditors of the Company in accordance with Section 386 of the Companies Act 1985 (as amended) and that the firm's remuneration be determined by the directors".

Dated this 19th day of December 2002


for and on behalf of
CMPi Holdings B.V.

