

Company No. 04186374

WRITTEN RESOLUTION

- of -

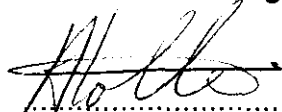
GUS Netherlands Unlimited (the "Company")

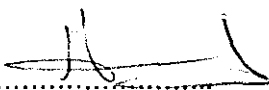
We, the undersigned, being all the members of the above named Company for the time being entitled to attend and vote at general meetings, hereby unanimously pass the following resolution as Special Resolution of the Company pursuant to Article 53 of the Company's Articles of Association and agree that such resolution shall be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

THAT the Company be authorised to purchase at par 33,058,787 ordinary shares of £1 each in the capital of the Company from GUS Ireland Holdings BV.

SIGNED by or on behalf of
GUS Ireland Holdings BV


A Hollema


A van der Meer

Date: 5 July 2004

SIGNED by or on behalf of
W L Nominees Limited

.....

Date: 5 July 2004



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