

Company no. 04384051

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
GALLERIA HOLDINGS LIMITED
("Company")

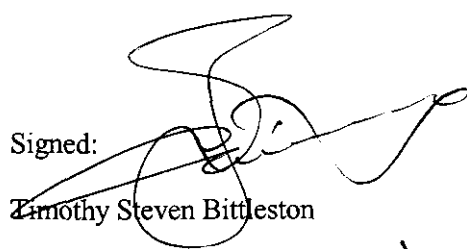
In accordance with section 381A of the Companies Act 1985, we **resolve** as follows:

1. **That** the authorised share capital of the Company be increased from £9,657 to £10,657 by the creation of 1,000 new ordinary shares of £1 each in the capital of the Company ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company in issue.
2. **That** subject to the resolution numbered 1 in these resolutions being passed, each of the 10,657 issued and unissued ordinary shares of £1 each in the capital of the Company be subdivided into 100 ordinary shares of 1 pence each.
3. **That** the Galleria Holdings Limited Enterprise Management Incentive Plan ("**EMI Plan**") in the form of the rules annexed to these resolutions be and is adopted and that the Directors be and are authorised to do all such things as they may consider necessary or appropriate for the purposes of implementing the EMI Plan.
4. **That** Article 3.2 of the Company's articles of association shall not apply to any options granted or shares issued pursuant to and in accordance with the EMI plan.

Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

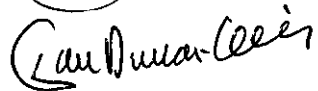


Signed:


Timothy Steven Bittleston

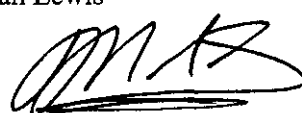
Dated: 21 July 2006

Signed:


Ian Duncan Lewis

Dated: 21 July 2006

Signed:


Jeffrey John Richards

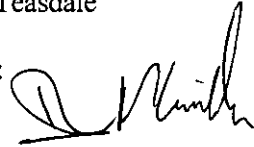
21 July 2006
Dated: ~~21 July 2006~~

Signed:


Robin Teasdale


Dated: 21 July 2006

Signed:


RBDC Administrator Limited

Dated: 21 July 2006

Signed:


RBDC Investments Limited

Dated: 21 July 2006