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Company Number: 4731536

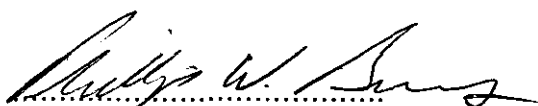
THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF SOLE MEMBER OF
CHOLET ACQUISITIONS LIMITED (the "Company")

(Passed in accordance with the Articles of Association of the Company)

We, the undersigned, being the sole member of the Company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the Company hereby pass the following resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held.

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £12,500 to £120,687,000 by the creation of 9,900 ordinary shares of £0.01 each ranking pari passu with, and having the same rights and being subject to the same restrictions as, the existing ordinary shares of £0.01 and 120,674,401 12% cumulative redeemable preference shares of £1 each ranking pari passu with, and having the same rights and being subject to the same restrictions as, the existing 12% cumulative redeemable preference shares of £1 each.
2. That the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution provided that this authority hereby given shall expire 5 years after the passing of this resolution and that the Company may before such expiry make an offer or agreement which would require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired. In this resolution the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in section 80 of the Act.



For and on behalf of
Cholet Investments Limited

4 August 2003

