

The Companies Act 1985 (as amended)

WRITTEN RESOLUTION

of

UK GROUP HOLDING COMPANY LIMITED

**in accordance with section 381A of
the Companies Act 1985**

We, GEFA International Holdings, Inc., being the only member of the company who at the date of this resolution is entitled to attend and vote at general meetings of the company, RESOLVE, in accordance with section 381A of the Companies Act 1985, as follows:

- (A) That the authorised share capital of the Company be increased so that the authorised share capital of the Company becomes £500,000,000 divided into 500,000,000 ordinary shares of £1 each; and
- (B) That, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £499,999,998 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired, and this resolution shall supersede any prior resolution authorising the directors pursuant to section 80 of the Companies Act 1985 to allot relevant securities.

for and on behalf of:

GEFA INTERNATIONAL HOLDINGS, INC.

Date: 1 April 2004

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