

Companies Act 1985 - 1989

Private Company Limited by Shares

RESOLUTIONS

of

HGA (UK) LIMITED (No: 240282)

Pursuant to Section 381A of the Companies Act 1985 all the members of the above company passed the following written RESOLUTIONS:

ELECTIVE RESOLUTIONS

ANNUAL GENERAL MEETINGS

1 THAT for the year in which this resolution is made and subsequent years the Company shall dispense with the holding of annual general meetings.

APPOINTMENT of AUDITORS

2 THAT the Company shall dispense with the annual obligation to appoint auditors.

LAYING of ACCOUNTS

3 THAT for the year in which this resolution is made and subsequent years the Company shall dispense with the laying of accounts and reports before the Company in general meeting.

REQUIRED MAJORITY for SHORT NOTICE of MEETINGS

4 THAT pursuant to sections 369(4) and 378(3) of the Companies Act 1985, that the provisions of those sections shall have effect in relation to the Company as if for the references for 95 per cent in those provisions there were substituted references to 90 per cent.

AUTHORITY to ALLOT SHARES

5 THAT the provisions of section 80A. of the Companies Act 1985 ('the Act') shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of authority to the directors for the allotment of shares, and accordingly the directors are hereby authorised generally and unconditionally to allot any shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the nominal amount of the authorised but unissued share capital without limit in point of time to such persons upon such terms and in such manner as the directors may decide.

Signed

Chairman

11 December 2002

