

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

passed as a

WRITTEN RESOLUTION

of

JERROLD HOLDINGS LIMITED (the "Company")

(Passed pursuant to section 381A of the Companies Act 1985)

WE, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows:

SPECIAL RESOLUTION

1. THAT conditional upon execution of an agreement between (1) Fact Focus Limited; General Allied Properties Limited; North Western Properties and Developments Limited; Provincial and Northern Properties Limited; Privileged Estates Limited; Privileges Properties (Northern) Limited; Harpmanor Limited; and Supashow Limited (2) Bracken House Properties LLP and (3) Sterling Property Co. Limited dated 15 September 2006, the payment at any time by the Company of an interim cash dividend in the sum of £37,732,523 representing approximately £5.89 per each B2 ordinary share in the capital of the Company be and is hereby approved.

Dated: 15 September 2006



Name of Shareholder

Signature

Date of Signature

Henry Neville Moser



15 | 09 | 06

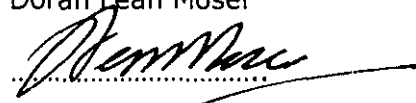
Joseph Shaoul

Joseph Shaoul

15 | 09 | 06

for and on behalf of the DL
Moser Family Settlement
No. 1 and acting as duly
authorised attorney for
Dorah Leah Moser

Henry Neville Moser



15 | 09 | 06

for and on behalf of the DL
Moser Family Settlement
No. 1